SUPERMAN REBORN

Written by

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EXHIBIT 87

Ex. 236

CONFIDENTIAL

FADE IN:

.. EXT. CASTLE - DAY

An ice plant. The palace is under attack, but we can't see by whom. LASER BLASTS seem to come from empty air.

LEGEND: 30,000 LIGHT YEARS FROM METROPOLIS.

.. INT. GREAT HALL - DAY

A king, queen and knight, a powerful Mr. Universe with arms like steel girders, run for their lives. They are almost human but not quite; their skin is softly metallic.

The ROOF BLOWS OPEN. The room fills with BLASTING AIR; furniture blows over, papers swirl; like thrusters from a ship landing in the room, but there is no ship. A DOOR OPENS; we see the high-tech cockpit of an invisible craft.

SILVER BANSHEE climbs out; a six foot tall woman, ghost white, with a face like a gorgeous skull and long white hair with diamonds woven into them. The knight pulls his broadsword, a thick arch of gleaming metal.

Silver Banshee wails; it starts as a low sound, deep in her throat, but builds until it fills the great hall. The king and queen cover their ears. The knight hacks at her, but her wailing drives him to his knees. He passes out.

Silver Banshee hoists the huge knight over her shoulder and loads him into her ship.

.. INT. BRAINIAC'S SHIP (SPACE) - BRIDGE

This control center is high-tech, but has an organic feel to it; all of the pieces fit together in an intertwined way, so it seems almost like a living organism. The ship is crewed by aliens of all sorts of deranged variety.

Silver Banshee leads in the knight, who is draped in heavy chains. A DOOR OPENS behind him. Silver Banshee forces the knight to look at the floor. He never gets a look at --

Brainiac, whose face we never see in this scene; he remains an ominous, O.S. presence.

BANSHEE
He is the strongest of his race.

(CONTINUED)

.. CONTINUED:

Brainiac gestures, and a thin column rises from the floor, a red button on top. He presses it.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM

A massive machine, the ANNIHILATOR, begins to VIBRATE.

.. EXT. BRAINIAC'S SHIP (SPACE)

A thick, concentrated beam shoots to the planet's surface.

.. INT. CORE OF PLANET

The planet's core heats, becomes molten, boils, bubbles.

.. EXT. SURFACE OF PLANET - DAY

Citizens scatter as we see a SERIES OF IMAGES: VOLCANOES ERUPT; ICE CAPS MELT; BUILDINGS COLLAPSE. It BUILDS...

.. EXT. SMALL WHITE PLANET (SPACE)

The PLANET EXPLODES.

.. INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge room full of sleek, high-tech equipment, ringed by several levels of catwalks. Two aliens stand the knight in the center of the room and step back.

A glass sphere shoots up out of the floor, envelops him. The knight pushes on the glass and yells as the aliens leave, but the sphere is sound-proof. They exit.

The sphere begins to fill with amber liquid, thick, like honey. The knight pounds on the glass, but he can't break it. It swirls up around his waist. He struggles, terrified.

He takes a last gasp of breath at the top, then the sphere is filled. Microbes glom on to his skin.

He sees Brainiac enter and move around the room through the fluid, a fuzzy, watery shape.

(CONTINUED)

CONTINUED:

In the center of the room, a 3-D hologram appears, ropes of interlocking strands of DNA. They spin, then a block pops out of one strand, and the whole thing unravels.

The knight completely falls apart before our eyes, disintegrating into the amber liquid.

INT. BRAINIAC'S GENETICS CHAMBER (SPACE) - LATER

We look at a metal sphere, like the glass one but solid. There is a HISS as STEAM is released, and the sphere opens. Silver Banshee is waiting.

BANSHEE
A small ship left the planet milliseconds before the explosion. We were unable to track it.

BRAINIAC emerges from the swirling steam, and we see him for the first time; tall, red eyes bloodshot, his brain showing through the top of his head; a frightening apparition.

BRAINIAC
Show me.

Silver Banshee pushes buttons. A hologram of a bizarre spaceship appears in 3-D before Brainiac. Brainiac practically hisses this next word, like venom on his lips:

BRAINIAC
Cadmus.

He waves his hand, the image disappears like smoke.

BANSHEE
Your worries are over. I have located a living Kryptonian man.

BRAINIAC
Time is running out, Banshee. Don't joke about a thing like that.

BANSHEE
Not just any Kryptonian. He is the son of Jor-el.

BRAINIAC
You're not joking.

(CONTINUED)

CONTINUED:

She pushes buttons; a three dimensional map of a solar system appears; planets spin through the room.

BANSHEE
No. He is... there.

We SLOWLY PUSH IN ON the spinning globe... Earth.

DISSOLVE TO:

EXT. WAREHOUSE DISTRICT - DAY

PULL BACK FROM a painted globe on the side of a warehouse; World Wide Exports. Below, gang types in red bandannas load canisters into a truck.

INT. DRUG LAB - PANELLED OFFICE - DAY

MONTY, a handsome dealer who started out as a clocker but worked his way up to boss, sits across from RUDY JONES, a lawyer in a lavender silk suit. Monty pets a pussy cat.

Behind them, through a plate glass window, we can see the warehouse interior which has been converted into a drug lab, large lead vats everywhere.

RUDY
The woman devoted thirteen months of her life to you, I think this settlement is extremely fair.

MONTY
Fair? After one year --

RUDY
Thirteen months.

MONTY
-- of marriage, you're asking for seventy-five percent of everything I have. Get out of my face, fair.

RUDY
This new drug of yours sucks the life out of people. It leaves them empty, broken, and hopeless, all for thirty seconds of bliss.

He leans in, a glint in his eye.

(CONTINUED)

.. CONTINUED:

RUDY
They'll go wild for it, you'll make millions. Sign the agreement now, and I won't have to enter your drug profits into the public record.

Monty drops his pussy cat and pulls a gun, aims at Rudy.

MONTY
Fool! What's to stop me from capping you right here?

Rudy looks at the gun for a moment, then calmly meets Monty's eyes:

RUDY
You suppose the next lawyer she gets will be any easier?

He reaches in his jacket pocket; Monty cocks his gun. Rudy pulls out a pen, holds it out to him.

MONTY
I don't know how you live with yourself.

Monty puts his gun down and signs.

.. EXT. SKY OVER METROPOLIS - DAY

We LOOK AT the Metropolis skyline for a moment, then something SHOOTS THROUGH our view like a bullet.

We FLY WITH: SUPERMAN! He soars along over Metropolis, scanning the streets, looking for trouble.

He hears THUMPING BASS, shoots out over the warehouse district. He spots a car driving along below him.

.. SUPERMAN'S POV (X-RAY VISION)

The car is full of GANG TYPES in blue bandannas. They have machine guns, shotguns, an arsenal. He hears them with his SUPER HEARING.

GANG BANGER (O.S.)
Chump thinks he can sell his junk in our city.

BAD DUDE (O.S.)
Nobody gets out alive.

Superman swoops down out of the sky.

EXT. WAREHOUSE DISTRICT - DAY

The rival gang drives close to the bangers in red bandannas loading the truck. They OPEN FIRE as Superman lands between them, BULLETS BOUNCING off of him!

GANG BANGER
Ram him!

The driver floors it, the CAR CRASHES into Superman; the car folds like an accordion. A guy in the front seat FIRES.

CLANG! Superman catches the bullet between his teeth. He looks and sees the other bangers climbing into the truck.

He spits the BULLET, which goes as fast as if it had been shot from a gun, and BLOWS the TIRE OUT on the truck.

INT. DRUG LAB - DAY

Monty runs along the catwalk shouting orders as bangers run around. Rudy comes out after him, tucking the signed divorce agreement away.

MONTY
Whoever that is, I want them dead!

EXT. WAREHOUSE DISTRICT - DAY

A member of the other gang, a BAD DUDE, grabs a drug dealer's girl friend, high pumps, short skirt, and holds his gun to her head. She screams; he FIRES.

Superman reaches him in less time than it takes the bullet to clear the barrel, a BLUR OF SUPER SPEED, takes the gun. The bullet flies away harmlessly.

SUPERMAN
Miss, are you all ri --

WOMAN
Don't touch me!

She runs off, terrified. Superman looks after her, stung. A gang member comes out of the loading dock and FIRES a SURFACE TO AIR MISSILE LAUNCHER.

The MISSILE flies at Superman, hits him square in the "S" and EXPLODES. The smoke clears.

(CONTINUED)

CONTINUED:

SUPERMAN
That stings a little. Must be why they call it a stinger.

The gang member drops his rocket launcher and runs. Superman goes after him.

The leader of the rival gang, who we have been calling Gang Banger, picks up the launcher and loads another STINGER. He aims into the drug lab, FIRES.

INT. DRUG LAB - DAY

The STINGER zips in and hits the wall, EXPLODES. Fire spreads across the floor, flames licking at the vats...

EXT. DRUG LAB - DAY

Superman blows at the gang members; they are knocked off of their feet, as if by a hurricane.

INT. VAN - DAY

The gang members tumble in, on the wind of Superman's breath, and pile up in a heap against the back wall.

EXT. SKY ABOVE WAREHOUSE - DAY

Superman flies up, carrying the van over his head. He sets it on top of a boat crane, where they can't climb down.

GANG BANGER
Mind your own business!

SUPERMAN
This sort of thing is everyone's business --

GANG BANGER
It ain't yours! It ain't even your planet! You a damn alien! Go back where you come from, freak!

Superman looks at him a moment, then flies to the ground and goes into the burning drug lab.

.. INT. DRUG LAB - DAY

Superman enters as the flames spread.

SUPERMAN
Anyone left in here?

Rudy is behind one of the lead vats, on his hands and knees, scrambling.

RUDY
Arrested in a drug lab, great, this is the way to make judge.

Superman senses movement behind the vats, goes and looks.

SUPERMAN
What are you doing down there?

He picks up Monty's pussy cat and carries him out the door as the flames spread.

Rudy jumps to his feet and makes a break for it just as:

The flames reach the VATS. They EXPLODE, and purple FLAMES ROAR through the lab, devouring everything in their path, including Rudy.

.. EXT. METROPOLIS - DAY

Superman flies across the sky, a red and blue streak as the LAB EXPLODES in purple flames behind him.

.. INT. DRUG LAB - DAY

Rudy runs screaming around the room, consumed by purple flames, bouncing off the walls. He falls, there is an ENORMOUS WHOOSH, and the flames extinguish as quickly as they spread. All is quiet.

CUT TO:

.. EXT. LOIS'S TERRACE - NIGHT

The skyline of Metropolis glitters in the b.g. Superman lands on the terrace, and is about to knock. He sees:

.. LOIS LANE

asleep on the sofa, her laptop still glowing; she drifted off while working. Energetic, exceptionally smart.

(CONTINUED)

CONTINUED:

And beautiful? To Superman she looks like exactly what she is; a gorgeous movie star in fabulous lighting.

He lightly taps on the glass door with his knuckles. She pops awake, grabs the phone.

LOIS
Lane, what do you got? Hello?

She hears the TAPPING on the GLASS, looks up and sees him, smiles. She hangs up, comes out on the terrace. She is in oversized boxing shorts and a muscle tee.

SUPERMAN
Sorry I'm so late.

LOIS
Don't give me that tired excuse about saving the world, either, I've heard that one before.
(a beat)
Hey, I'm joking. Where are you tonight?

SUPERMAN
I'm here. I'm just distracted.

LOIS
You're distracted a lot these days. What's going on?

SUPERMAN
It's nothing.

LOIS
You can tell me. I'd like to know what you're feeling.

He doesn't answer, he just looks out at the city lights.

LOIS
The man of steel.
(a beat)
Oh, before I forget.

She goes to a drawer, pulls out a small bundle of mail.

LOIS
More letters from kids. We must get a hundred a week.

SUPERMAN
Thank you. So many of these children don't have families.

(CONTINUED)

.. CONTINUED:

LOIS
I know how they feel.
(a beat)
The deputy mayor asked me out. I wasn't interested, but I was... well, I was amazed. Men give you a wide berth when they think you're Superman's girl friend, but he was bold. He came right out and asked me how serious we are.

SUPERMAN
Lois, I --

LOIS
I didn't have an answer. You land on my balcony, we flirt around the patio furniture, you fly off. We do this three, four times a week. I'm young, I have a life to live.

SUPERMAN
Do you want me to stop coming?

LOIS
I'd rather you stopped leaving.

It is awkward for a moment, he false starts reaching for her once or twice, she self-consciously brushes her hair from her eyes. Just as he is about to hold her, they hear DISTANT GUNSHOTS, a SCREAM.

SUPERMAN
I'd better... I'm sorry.

LOIS
No. You are Superman, after all.

He wants to say something more, but doesn't know what. He EXITS FRAME. She watches him fly off into the night, then sinks into a chair and sits there, confused, the Metropolis skyline behind her.

CUT TO:

.. INT. DRUG LAB - NIGHT

The place is ruins, smoldering with purple fire. Fire fighters enter, in gas masks, and shine flashlights around.

(CONTINUED)

CONTINUED:

A FIREFIGHTER spots Rudy the divorce lawyer in the corner, barely breathing, kneels over him. Rudy is glossy and purple, but we only get glimpses of him.

FIREFIGHTER
We got a breather!

RUDY
Help me...

He inadvertently grabs the Firefighter's face in his meaty purple hands. He struggles, panicked, as:

His life force is sucked out of him. He loses his color, then his shape, until he is just a dried-out husk of what he used to be. He falls, his dried husk crumbling.

PARASITE springs to his feet. He barely resembles Rudy any more; he is purple all over, with strange, flame-like energy dancing off his skin. He is bald as a four ball. He looks at his fingertips, alive with crackling energy.

PARASITE
Whoa! I feel jazzed!

He whips around and punches his fist through the lead vat, his hot hand slicing through the steel like butter. He looks at his smoldering fist.

PARASITE
Oh-ho wow. I can get used to this.

He picks up a ball of twisted metal, pops it up and spins it on his fingertip like a basketball. PUSH IN ON the spinning ball of metal...

CUT TO:

INT. DAILY PLANET - DAY

PULL BACK from the spinning globe of the DAILY PLANET sign to find CLARK KENT gazing out the window at the sky. He seems troubled, as if he senses something.

DING, the ELEVATOR opens and Lois emerges wearing an ornate hat, decked out in the latest high fashion. She walks through the busy newsroom of a working paper; REPORTERS on phones, people running, lots of computers, reporters doing high-tech work. Male reporters whistle.

(CONTINUED)

CONTINUED:

LOIS
Go ahead, lay it on. Ralph, you'd look pretty good in this.

RECEPTIONIST
Lois. Police Captain on line three.

LOIS
I'll call back.

Clark falls into step beside her.

CLARK
Morning. New outfit?

LOIS
I spent all afternoon at a fashion show watching the city planning commissioners take freebies from the garment industry. You believe women actually wear this stuff?

She tosses the hat, smells the fresh roses on her desk.

CLARK
More anonymous roses. Someone really likes you.

Clark sits at the next desk. She pounds on the keys of an old Underwood typewriter.

REPORTER
Don't you wonder who sends those?

LOIS
Are you kidding me? I could find out in three minutes flat.

CLARK
I think our ace reporter likes having one mystery in her life.

PERRY WHITE, the patriarchal editor-in-chief, sticks his head out of his office.

PERRY
Lane!

He slams the door as Lois types a last line.

LOIS
Damn. I've got three more inches to write for the evening edition.

(CONTINUED)

CONTINUED:

REPORTER
You ever do anything besides work?

LOIS
What else is there?

She rips the page from her Underwood. Clark watches her go into Perry's office.

INT. PERRY WHITE'S OFFICE - DAY

Lois stands across from Perry. He looks her outfit over.

PERRY
What's holding up that garment story?

LOIS
My source went to the network. It's going out on the six o'clock news.

PERRY
Time was a newspaper was a vital part of a city landscape. Now they have TV internets. Satellites. Can you believe, our own Jimmy?

There is a KNOCK. Perry waves Clark in as Lois turns to go.

CLARK
You wanted to see me, Mr. White?

PERRY
Kent. Butt, chair. You should take down time, Lane. Don't we owe you some vacation?

LOIS
Twenty-six weeks.

Lois exits.

PERRY
You're covering the Mayor's press conference.

CLARK
I got a lead on the dock strike --

(CONTINUED)

.. CONTINUED:

PERRY
Yesterday the most spectacular fire in twenty years happened on your beat, you came back with no photos, no quotes from Superman. You're a good reporter, Kent, one of the best, but you're sloppy lately. Go where I tell you, and get focused.

CUT TO:

.. EXT. EDGE OF GALAXY - SPACE

Brainiac's enormous ship powers through the Milky Way.

.. INT. BRAINIAC'S GENETICS CHAMBER - SPACE

Lasers slice at a pile of green jewels, working various cross patterns, breaking the stones down until they are liquid. Brainiac supervises, Silver Banshee at his side.

Brainiac looks up and catches the barest, fleeting glimpse of eye contact with an ALIEN CREWMEMBER, a peon in the back, who quickly looks away. Brainiac steps toward him.

BRAINIAC
You. Why do you avert your eyes?

ALIEN
I beg forgiveness, I --

Brainiac extends his hand, and the Alien winces, expecting a blow. But Brainiac rests his hand on his shoulder, a friendly gesture, and walks him along the catwalk.

BRAINIAC
Don't be afraid. It's funny how our minds work, isn't it...

ALIEN
Hestes.

BRAINIAC
Hestes. It's not an exaggeration to say that I am the most intelligent being in the universe, I've built myself into something close to a god.
(MORE)

(CONTINUED)

CONTINUED:

BRAINIAC (CONT'D)
Yet, when you look at me, all you see is ugliness and deformity.

BANSHEE
Forget about him. He is nothing.

BRAINIAC
He's not nothing. Are you Hestes? He's an example.

He spreads his fingers over the Alien's forehead. The Alien drops to his knees in excruciating pain. Brainiac keeps his hand on the terrified Alien's head, until the Alien finally, mercifully, dies.

BRAINIAC
I wonder who else finds me painful to look at.

He looks over his crew, then exits, as:

The green liquid drips through a series of tubes, its consistency changing at each point. It drips down an IV, into an enormous, stone-like arm. It flexes, and we hear a RUMBLING sound, the creature's breath.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

Clark stands, nervous. DR. IRA GOLDSTEIN is middle-aged, glasses, bald, wearing a tuxedo. He compulsively pops Hershey's Kisses in his mouth throughout the scene.

CLARK
I didn't know it would be so formal.

GOLDSTEIN
What? Oh, no, I'm going to the theater tonight.

CLARK'S POV - X-RAY VISION - TICKETS

in the Doctor's pocket.

BACK TO SCENE

CLARK
"La Boheme" is one of my favorites.

(CONTINUED)

CONTINUED:

GOLDSTEIN
How did you know I meant the opera?

CLARK
Lucky guess. The tux. I'm nervous.

GOLDSTEIN
Why did you call me?

CLARK
I've been feeling isolated lately. Funny, isn't it? In a city of seven million people, I feel alone.

GOLDSTEIN
We all do, occasionally.

Clark picks up a brass award from a shelf, fidgets with it. He thinks out loud, figuring it out as he talks.

CLARK
I'm not a part of anything. I just fly above it all, waiting for another crisis.

GOLDSTEIN
Journalists often feel that way.

CLARK
You know what it is, Doctor? It's like I feel homesick, except I have no home. I don't belong here, and there's nowhere else left to go.

Nervous, Clark snaps the solid brass award in half in his hand. The Doctor doesn't see; Clark quickly puts it back.

CLARK
I've been fooling myself for a long time, thinking I could fit in here. But lately...
(a beat)
... there's a woman. But how can I ask her to be with a man who isn't... I mean, I'm not even...

(CONTINUED)

CONTINUED:

GOLDSTEIN
We're all different, Kent. Bottom line, you are a human being. Are you seeing this woman?

CLARK
In a way. I mean, I see her.

GOLDSTEIN
If you want to be with her, you should tell her. If you don't, you should tell her that, too. It's hardly fair to string her along.

CLARK
I want to be with her, desperately. But I'm not like her. I'm not like anybody.

Goldstein looks at him for a moment, leans forward.

GOLDSTEIN
Are you aware of the doctor-patient confidentiality rule? You can tell me anything in this room, and I'm prevented by law from repeating it.

CLARK
Anything?

GOLDSTEIN
Let it out. What's your secret?

We SLOWLY PUSH IN ON Clark.

INT. WAITING ROOM - DAY

Dr. Goldstein talks to his receptionist, being gentle in front of Clark, like you would with a lunatic.

GOLDSTEIN
June. Mr. Kent will be coming to see us five times a week for awhile.

CUT TO:

EXT. SPACE - NEAR SATURN

Brainiac's ship passes through the rings of Saturn, disrupting their orbit. The rings trail off, lost forever.

(CONTINUED)

CONTINUED:

PICK UP a smaller ship coming around the other side. This is the ship Brainiac saw in holographic form earlier.

INT. CADMUS'S SHIP (SPACE)

Duct tubes dangle, the room is packed with all kinds of junk. An ALARM sounds, an obnoxious, repeating HORN.

CADMUS sits up INTO FRAME; a bear roused from slumber. He looks around 50, but is much, much older. His hair, what there is of it, sticks straight up. He grumpily smacks a button on the wall, KILLS the ALARM. He scratches his chest, every muscle sore, every bone crackling.

INT. CADMUS'S SHIP (SPACE) - COCKPIT

Cadmus enters in the midst of a coughing fit.

CADMUS
Morning, Mary Lou. Whattya got?

He hacks his last couple of coughs, lights a huge cigar.

COMPUTER (V.O.)
I have been running comparative analyses of the various alien D.N.A. chains that Brainiac has harvested and incorporated into himself over the last three years.

CADMUS
Three years? He must have destroyed twenty worlds in that time.

COMPUTER (V.O.)
Twenty-four, not including the two moons of C.T.P.-23. I have rerun the numbers fourteen thousand times, introducing variables including --

CADMUS
Mary Lou, I haven't had coffee.

COMPUTER (V.O.)
The results are the same every time, the D.N.A. chains will not hold together.

(MORE)

(CONTINUED)

CONTINUED:

COMPUTER (V.O.) (CONT'D)
Unless he finds D.N.A. strong enough to bind the others, he will physically disintegrate in one hundred twenty-two hours, six minutes and four seconds. He'll die.

CADMUS
Where is he headed?

COMPUTER (V.O.)
A small system, one sun, nine planets. The third is populated by approximately four billion carbon-based bipeds, current evolutionary index two point eight.

CADMUS
Two point eight? That D.N.A. won't hold him together.

COMPUTER (V.O.)
And one Kryptonian.

Cadmus looks out, raises an eyebrow as this sinks in.

EXT. SPACE - NEAR SATURN

Cadmus's ship dips and turns, zooms toward Earth.

CUT TO:

EXT. LEDGE OF BUILDING - NIGHT

START ON a massive stone gargoyle, looking down on Metropolis thirty stories below. Then we FIND Superman perched beside it, his cape wrapped around him, troubled.

SUPERMAN'S POV - X-RAY VISION

He can see into the building across the way; he can hear pieces of conversations taking place.

SERIES OF SHOTS - INTERCUT WITH EXTREME CLOSEUPS OF SUPERMAN'S EYES

A) In the first apartment, an elderly couple eat at the kitchen table. The PHONE RINGS, the wife answers. She is happy, it is her daughter. The man comes to the phone.

(CONTINUED)

CONTINUED:

B) In the next apartment, a young man does situps in his boxers. His girl friend comes in wearing his oversized shirt, kisses him. They laugh and tumble on the floor.

Superman's eyes are drawn by SQUEALING.

C) In a high-floor apartment, two kids run and screech and giggle, passing their parents who watch TV on the couch.

D) In another apartment, a father lifts his baby out of the crib and kisses her head. The mother comes in and they stand together, baby safe between them; a human family.

PUSH IN ON Superman's eyes.

CUT TO:

INT: DAILY PLANET - SUNSET

The next afternoon. Lois does repairs on her Underwood in the lonely newsroom. Clark enters, watches her for a moment, takes a deep breath, goes to her.

LOIS
Hey, Clark. Where you been all day?

CLARK
Just walking around. Do you have a minute?

LOIS
Hold that. That, tug it. Clark, let me ask you something. Can you see me being a mother?

CLARK
Some folks at City Hall say you are.

LOIS
I'm serious.

CLARK
The kid would be lucky. Look how you nurture this old typewriter.

LOIS
I want all that normal stuff, you know. Some day.

(CONTINUED)

CONTINUED:

CLARK
I doubt if you'll get it from Superman.

LOIS
I know he cares about me, I just wish I knew what was holding him back.

CLARK
He's an alien. Maybe... it's a problem, you know? A human woman and a... whatever he is.

LOIS
Sure. But the way he looks at me...

CLARK
Maybe he sees what I see.

LOIS
Yeah? What's that?

CLARK
A woman who deserves a real life. A normal marriage. A family.
(a beat)
Take it from me, forget about Superman. Move on.

LOIS
There! That should be good for a Pulitzer Prize.
(a beat)
Thanks, Clark. You're about the best friend I've got.

They look at each other for a moment, then notice a LOW RUMBLING. The ceiling light begins to sway.

LOIS
What is that? Earthquake?

CLARK
That's no earthquake.

INT. APARTMENT - NIGHT

A family eats. The DISHES RATTLE on the table. The kid's Spaghetti-O's jiggle in the bowl. DAD goes to the window.

DAD
Oh my God..

EXT. METRO CENTRE PARK - NIGHT

A policeman sits in his squad car at a stop light. He looks up and sees the stop light shaking. A shadow passes over him. People scream and run, as:

Brainiac's ship sets down into the park. TREES BURST INTO FLAMES, the thrusters scorch the earth.

BUILDINGS are CRUNCHED on the edge of the park; the ship does not quite fit. A "NO PARKING" SIGN SNAPS like a twig; in the lake young lovers dive out of their paddle boat.

Finally the ship comes to rest. It fills the entire park. The door opens, lowers to become a gangplank.

We see the faces of the humans on the ground, crawling away, in awe. They hear ENORMOUS BOOMS. A shadow covers the moon; the booms are FOOTSTEPS.

Doomsday, the massive beast Brainiac made in his genetics chamber, heads up the street. We never get a straight look at him, he is all imposing shadows and huge noise.

He crunches cars, pulls trees and telephone poles out of the ground. A BIRD lands near him. Doomsday holds a hand out, the bird hops into his palm. It CHIRPS. He crushes it.

A POLICE CAR ROARS up to Doomsday; he swats it and it tumbles away, flipping several times.

Superman swoops out of the sky, amazed at the destruction. He soars at Doomsday, fists in front of him. He plows into the beast, and they crash into the side of a building.

Superman shakes the rubble off, looks at Doomsday under the mess. It seems he has killed him.

Superman is overcome by a wave of dizziness. He stumbles. Doomsday punches Superman. He gets to his feet, punches him again, lifts Superman over his head and throws him. People scatter as Superman crashes through power lines.

VARIOUS SHOTS

All over the city, lights go out.

EXT. DAILY PLANET - NIGHT

Lois runs out as Superman and Doomsday battle. She tries to get close but can't, there is a large crowd. A young reporter hops out of a news van, his crew sets up.

LOIS
Jimmy!

The reporter turns around; he is JIMMY OLSEN.

JIMMY
Share what you got, Lois!

LOIS
You know as much as I do! The ship landed, he came out swinging! He's holding his own against Superman.

EXT. METROPOLIS - NIGHT

Superman stumbles, getting weaker. Doomsday pulls an iron pole from the elevated train platform and smacks Superman. Superman flies through the air and crashes into the globe on the front of the Daily Planet. The MODEL OF EARTH SHATTERS, Superman falls to the street.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac watches the pieces of the fake earth rain down around Superman in holographic image.

BRAINIAC
How poetic.

EXT. DAILY PLANET - NIGHT

Lois tries to fight her way through the crowd to get to Superman, but can't budge the jammed bodies. The people are stunned at what is happening. Jimmy starts reporting.

JIMMY
This is James Olsen live in midtown, where Superman is engaged in battle with a crew member from a massive ship that set down in Metro Centre Park. It appears, this is incredible... Superman is down!

(CONTINUED)

CONTINUED:

LOIS
This can't be!

Superman struggles to his feet and punches Doomsday with everything he has. Green blood flies in an arc from his mouth, splatters Superman. Superman looks at it, stunned.

SUPERMAN
Kryptonite...?

Lois climbs over some rubble, trying to get close. She sees Doomsday, but he disappears as he jumps on Superman.

Doomsday jumps on Superman, punches him again and again. Doomsday's knuckles bleed; every time he punches Superman, he leaves a ribbon of green blood across him. Superman looks around, through swollen eyes. His last thought is of:

SUPERMAN
Lois...

Doomsday lifts Superman over his head. Superman's cape flaps in his face, so Doomsday rips the cape off and throws it. It catches on a broken pipe and hangs there.

Doomsday slams Superman down, hard, on a pile of rubble. He stands over Superman, both arms raised to the air, and howls with victory. Superman lies absolutely still.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac watches on his holographic imaging equipment. He turns it off; Doomsday and Superman disappear.

BRAINIAC
I will be preparing for the final transfusion. I am not to be disturbed for any reason. Nothing.

An Alien bows slightly. Brainiac glides out of the room.

EXT. DAILY PLANET - NIGHT

Superman lies still. Doomsday limps off up the street, badly wounded himself. Halfway up the block, he stops, looks back, hesitates. Is he forgetting something? He growls it off and slinks away, bleeding.

(CONTINUED)

CONTINUED:

Lois finally breaks through the crowd, to find Superman lying broken on the rubble. She scrambles up to him.

LOIS
Hang on, the paramedics are coming... he's leaving, you saved Metropolis... Superman... no...

SUPERMAN
Lois... I...

LOIS
What? It's okay. Say it...

His eyes close. Jimmy watches in stunned disbelief.

CAMERAMAN
Jimmy. We're still hot.

JIMMY
Folks, you are seeing a live shot. It seems to be true, the impossible has happened. Superman... is dead.

LOIS
He is not dead! He's not! He's Superman, he can't... die...

A tableau: Lois futilely pounds on Superman's chest, his shredded cape billowing in the breeze on the pole. Lois cradles Superman as an AMBULANCE pulls up.

LOIS
You people clear back! I don't want to tell you twice, make a path.

Two PARAMEDICS put heart paddles on Superman's chest. The MAYOR and the POLICE CHIEF run up and watch.

PARAMEDIC
Lady, we need to work here. Clear.

Lois backs off, a tear on her cheek, but she wipes it away. The Paramedic gives Superman a jolt; it shocks the Paramedic. He shakes his fingers out and gives Superman another jolt. The PADDLES BLOW, sparks flying from them.

PARAMEDIC
It's like doing C.P.R. on a block of granite. I can't get to the heart.

(CONTINUED)

CONTINUED:

MAYOR
There's one thing we can try.

EXT. METRO CENTRE PARK - NIGHT

Police cars surround Brainiac's ship. The police Chief shouts orders as they take up positions.

EXT. GOVERNMENT RESEARCH FACILITY - NIGHT

CLOSE IN ON a vent in the ground:

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

Superman hangs at the end of the tunnel, strapped in all sorts of high-tech restraints.

IN VIEWING ROOM

Lois, the Mayor, the SURGEON GENERAL, and several scientists pull goggles down over their eyes. The head scientist hits a switch...

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

A focused LASER BEAM BLASTS OUT. We see it from several spots in the tunnel as it builds speed. The beam hits Superman in the chest, FOOM! It rocks his body, and the folks in the viewing room have to look away.

The Surgeon General comes through a door, listens to the heart. Lois starts after him, but the Mayor holds her back.

SURGEON GENERAL
He's dead.

PUSH IN ON Lois, unbelieving.

INT. TUNNEL

Superman tumbles up a breathing, undulating tunnel, in his torn costume, no cape, as he was at the moment of death. A light appears at the end of the tunnel. Superman looks back the way he came, then he disappears into the light.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac and Silver Banshee enter, his Aliens stand by.

BRAINIAC
Bring the corpse forward.

ALIEN
Doomsday returned without it.

BRAINIAC
What? Why didn't you tell me?

ALIEN
You said not to... under any circumstances...

Brainiac looks at him, unbelieving, gestures. The Alien drops, clutching his head. Brainiac's eyes are intense as the Alien suffers and dies, as if he enjoys meting out this small punishment. He turns to Silver Banshee.

BRAINIAC
This is what I'm working with here.

CUT TO:

INT. CITY MORGUE - NIGHT

The room stands empty for a few moments, then the door opens and light spills in, revealing Superman's dead body on a slab. We can see the police guards asleep against the wall in the hall, dreamy smiles on their faces. A mysterious figure moves to the body...

EXT. METRO CENTRE PARK - NIGHT

The Police Chief stands at the front line of his men, who have Brainiac's ship surrounded. He talks to Jimmy Olsen.

CHIEF
None of our weapons will crack that force field. It's eerie. No movement, no communication, he just sits in there. What does he want?

A ripple passes over the stars, but they don't see it; an invisible craft leaving Brainiac's ship.

.. INT. CITY MORGUE - HALLWAY - NIGHT

Very late. SLOWLY PULL BACK ALONG the hallway, which is loaded with flowers and children's drawings.

REVEAL Lois Lane, alone in an overstuffed leather chair, staring at the door of the morgue in disbelief.

The ROOF BLOWS OFF of the building. The thrusters of one of Brainiac's invisible ships come down, blowing the flowers and other tributes in all directions.

Lois hides behind the chair as Silver Banshee emerges from the ship. Silver Banshee emits a sound from her throat; a HOLE BLOWS OUT in the WALL. She goes in to the morgue.

.. INT. CITY MORGUE - NIGHT

Silver Banshee sees that the slab is empty! She tears body drawers open, searching.

BANSHEE
The body is not here.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of the inside of the morgue; Silver Banshee and the empty slab. He sighs.

BRAINIAC
Did it get up and walk away?

BANSHEE
Perhaps. All I can tell you is, Superman's body is gone.

Brainiac notices movement at the door of the morgue; Lois peers around the door at the empty slab, shocked. Brainiac waves a hand and freezes the hologram. She grows into --

a life-sized three-dimensional model of Lois. Brainiac turns it slowly, looking her over, fascinated.

DISSOLVE TO:

.. EXT. MISTY LANDSCAPE

We see nothing except a layer of mist two feet off of the ground. Superman pops up on all fours, raising his head above the swirling mist, gasping for breath. He is still wearing the tattered suit, no cape, as he was at death.

(CONTINUED)

CONTINUED:

Two figures in white come toward him out of the mist. Superman is stunned as they get close enough to recognize; they are JOR-EL and PA KENT, his Krypton and Earth fathers. He moves toward them, but they seem to move back even though they stand still; he can't get closer.

SUPERMAN
Pa? Pa Kent! Jor-el! Wait!

He stops moving after them, and they stop receding.

SUPERMAN
Jor-el, I can't believe it. I have so many questions. I miss you, Pa.

PA KENT
I've been with you, son.

SUPERMAN
Where am I? How did I get here?

JOR-EL
There is time to answer all your questions when you come across.

SUPERMAN
I try, I can't reach the light.

PA KENT
Nothing's stopping you, Clark. Why are you hanging on?

SUPERMAN
I don't know, I'm confused.

JOR-EL
You have to be at peace with yourself.

SUPERMAN
I don't understand.

JOR-EL
The son becomes the father, and the father the son.

PA KENT
He's not ready. He's got more to learn back there.

(CONTINUED)

CONTINUED:

JOR-EL
You have my steel, and the wisdom of your earth father. But where is your heart?

PA KENT
You're confusing him.

JOR-EL
Kal-el. Are you whole?

Superman pauses, as if he is considering the question. Suddenly:

His fathers shoot away from him.

INT. TUNNEL

Superman is shot back through the mysterious tunnel, and the light gets smaller and smaller. He tumbles and rolls, faster and faster, until everything goes black...

INT. CADMUS'S SHIP - SUPERMAN'S POV - WORKROOM - NIGHT

His eyes snap open and dart around the room; strange alien machinery hangs from the walls and ceiling; a bank of monitors along the wall; dark, shadowy corners; Superman doesn't know where he is and neither do we, it is shot so that we share his confusion.

He sees a strange bug creature, leaning over something with sparks flying. Disoriented, Superman jerks, coughs. The bug creature lifts its mask:

It is Cadmus with an alien welding mask, working over some equipment with a laser welder. He aims the laser welder like a weapon.

CADMUS
What the hell are you doing?

Superman bolts upright and holds a hand over his eyes, blinded by the dim light in the room. He waves his other arm out to the side, grasping for something to hold on to.

CADMUS
You're supposed to be dead. Scared the crap outta me.

(CONTINUED)

CONTINUED:

Superman jumps up off of the slab; he is in nothing but tight shorts. Everything is thick, like he is seeing it through molasses. Cadmus seems to be swaying.

SUPERMAN
Where am I? Who are you?

CADMUS
I'm Cadmus. You're aboard my ship --

Superman looks around at the alien technology, which is just starting to COME INTO FOCUS. Then he leaps across the slab and bolts out the door.

CADMUS
Hey!

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman runs down the hallway, at normal human speed, looking for a way out. Cadmus comes after him, but he doesn't run so well.

Superman pulls doors open, looking for an exit, but all he finds are more rooms. There is junk everywhere, he has to sidestep rusty piles of metal. He trips over some stuff, and when he gets to his feet Cadmus is almost on him. He spots a hatch in the ceiling, grabs the wheel.

CADMUS
Don't open that!

Superman jerks the wheel; the hatch falls open and he is knocked off of his feet by gushing water.

Cadmus forces the hatch shut. Superman gets to his feet, dazed. It is confusing, he is slipping and sliding in the water. Cadmus tries to hold him up, but Superman struggles.

CADMUS
Calm down! Relax!

Superman tries to break away. Fed up, Cadmus punches him, knocks him out. Superman falls, Cadmus catches him.

CADMUS
Superman. Spectacular.

CUT TO:

INT. DAILY PLANET - NIGHT

STARTING ON the broken globe outside the window; there are fires all across the horizon. We PULL BACK THROUGH the empty newsroom. There is very little light, only the glow of the computer screens. Lois is at her desk, on the phone, in black.

LOIS
Kent. Clark Kent. Six-two, wears glasses. I'd appreciate it if you'd keep an eye out, Lieutenant. Thanks.

She redials; it rings, then a woman's voice says "Hello?"

LOIS
Mrs. Kent? It's Lois Lane.

INT. KENT FARMHOUSE - NIGHT

MA KENT, Clark's mother, is sitting on her sofa in the dark, the TELEVISION showing footage of Superman's battle with Doomsday. There is a framed photo of Clark behind her.

MA KENT
Lois. I'm sorry to hear about Superman. I know you were close.

As Lois speaks over the phone, we PAN mounds of clippings about Superman piled on the table in front of Ma Kent.

LOIS (V.O.)
(on phone)
Mrs. Kent, Clark's gone missing. I'm sure he'll turn up, but I thought you should know.

MA KENT
(choking back tears)
Yes, dear. I'm sure he's fine.

INT. DAILY PLANET - NIGHT

Lois hangs up, rubs the bridge of her nose, starts to type on her Underwood. Perry White comes out of his office.

PERRY
I just got off the horn with the mayor. Don't put anything in the story about Superman's body going A.W.O.L.

(CONTINUED)

CONTINUED:

LOIS
Why not?

PERRY
He wants to keep morale up. They're going ahead with the funeral tomorrow, closed casket.

Lois nods, starts typing.

PERRY
Someone else can do the story. Go home, get some rest --

LOIS
No! I have to write this. I have to, Chief.

Perry nods, exits. Lois sits alone, and for a fleeting moment it seems she might cry. But she forces it away, and her fingers begin to fly over the keys...

EXT. METROPOLIS STREET CORNER - DAWN

We START ON an electronics store being looted, the windows shattered and people climbing in and out, something burning. A POLICE SIREN races by, GUNSHOTS can be heard.

A truck goes by and tosses out a bundle of newspapers. We ZOOM IN ON the top paper, where we see a photo of Lois, Superman, and the torn cape, and Lois's headline:

SUPERMAN DEAD! CHAOS REIGNS

By Lois Lane

CUT TO:

EXT. METROPOLIS COURTHOUSE/INT. CAR - DAY

ANTON TORVAL, a judge, pulls up to the courthouse. A purple fist punches through the roof; Parasite pulls Torval out.

PARASITE
Judge! Don't recognize me, do you?

TORVAL
N-n-n-no...

(CONTINUED)

CONTINUED:

PARASITE
Rudy Jones. You flunked me, ethics class, Harvard Law.

TORVAL
Harvard? I haven't taught in nine years... what happened to you?

PARASITE
Beats me, all I know is, I'm gonna put my hand on your head, you're gonna die, and I'm gonna get stronger, like I sucked up all your energy. Look at this.

He flexes his muscles, points to his bulging forearm.

PARASITE
And I don't even eat spinach.

He grabs Torval's head and sucks his life force. He stands there trembling, growing stronger. Then he looks down at Torval's sedan, reaches under, strains... groans... trying to see how much his strength has grown...

He flips the car, raises his hands in the air in victory. He looks at the remains of the judge.

PARASITE
I rest my case.

He walks off down the street.

CUT TO:

EXT. METROPOLIS - DAY

FROM VERY HIGH ABOVE, LOOKING DOWN INTO the canyon between the high-rises. The streets are lined with citizens.

A funeral procession moves down the middle of the street, a coffin draped with Superman's red and yellow cape.

PULL BACK: Parasite watches from a high rooftop.

EXT. REVIEWING STAND - DAY

The Mayor, Governor, Police Chief, and several dignitaries stand at attention as the funeral procession passes.

(CONTINUED)

CONTINUED:

Lois walks behind the coffin, all in black, shell-shocked. A tear tries to force itself out; she wipes it away, then pulls her veil down over her face so no one will see.

The coffin stops before the reviewing stand, and the dignitaries walk down to it, to be pallbearers. They hear a murmuring in the crowd, and turn around as...

A black figure descends on a line from the top of a building. The figure walks through the crowd, which parts for him as he approaches the coffin. It is:

Batman!

EXT. SUPERMAN'S TOMB - DAY

Perry White, the Mayor, the Police Chief, the Fire Chief, the Governor and Batman carry the coffin into the tomb.

INT. SUPERMAN'S TOMB - DAY

The pallbearers leave. Batman is the last one; he lays one of his leather gloves on the coffin in tribute. Batman exits and the massive stone DOOR is sealed with a BANG.

EXT. METRO CENTRE PARK - DAY

The funeral procession moves away from the tomb, through the crowded street, passing Brainiac's ship. Lois and Jimmy walk side by side; she looks up at the ship.

JIMMY
You look beat. Been up all night?

LOIS
I was with the rescue team until five, digging through the rubble looking for Clark.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac looks at a hologram of the scene outside his ship. He waves a long bony finger over Lois and Jimmy. He makes a fist, as if he is holding them in his paw.

BRAINIAC
Why don't we go in?

EXT. BRAINIAC'S SHIP - DAY

Lois and Jimmy look at each other.

LOIS
Sure, why not?

They walk up the gangplank and into the ship.

ROOKIE
What the...?

The ROOKIE COP tries to follow, but is zapped at the force field. He watches them disappear inside.

INT. BRAINIAC'S SHIP - CORRIDOR - DAY

Lois and Jimmy step onto a lift, and as they watch the floors pass, each a marvel of alien technology, with spires of electronics and banks of alien writing, we start to get a sense of the layout of the ship; they pass the observation deck, then down past the bridge, the engine room, and finally descend into the genetics chamber.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac waits, in the shadows, as Jimmy and Lois step off of the lift. They realize what they have just done.

JIMMY
What happened...?

She nudges him, look. Brainiac emerges from the shadows, Silver Banshee behind him.

BRAINIAC
Welcome, Lois. You're even more impressive a specimen in person. James. You're much shorter than you look on television.

JIMMY
How do you know us?

He circles Lois, close to her.

BRAINIAC
I know your hopes. Your fears. I even know your secret desires.

He glances at Lois. Jimmy looks flustered, Lois surprised. She takes out her pad and pencil.

(CONTINUED)

CONTINUED:

LOIS
What are you? Where did you come from, what do you want here?

BRAINIAC
So many questions. Can't you ever stop being a reporter and just be a woman?
(close to her ear)
You'd be less lonely.

This stings her. He reaches out and lightly brushes his fingertips over her forehead.

BRAINIAC
Your memories of the Kryptonian are very strong.

Brainiac sees her memories, and we see them too: a SERIES OF IMAGES, of Superman and Lois together on her balcony, him flying with her in his arms, all sorts of romantic encounters between them.

Brainiac breaks contact with her. Lois is breathing deep, fighting the sadness that is welling up inside of her.

BRAINIAC
You are a strange race. Your intellects are not badly developed, yet you rely so heavily on emotion.

He is close to her. Silver Banshee emits a low growl from her throat.

LOIS
Looks like we're not the only ones.

BRAINIAC
You two have been chosen, because of your attachments to Superman, to lead the search.

JIMMY
What search?

Brainiac waves a hand; a snake-like coil, like a living cable, rises from the floor and points at him.

BRAINIAC
Attention, humans of Metropolis.

EXT. SKY OVER METROPOLIS - DAY

Brainiac appears in the air, a monstrous image, filling the open sky above the towering high-rises.

BRAINIAC
I have come quite a long way to be with you today.

A SERIES OF IMAGES: While he talks, Metropolites watch his image in every shiny surface; T.V. screens, toasters, mirrors; the freshly waxed hood of a hot rod.

BRAINIAC
I wish you no harm. In fact, I'd very much like to be friends. But I must have Superman's body. It has disappeared, though your leaders have tried to keep the fact from you. Bring me the corpse within the next one hundred hours and I'll go away. Could anything be simpler?

EXT. BRAINIAC'S SHIP - DAY

The Mayor and Police Chief watch the holo image in the sky.

MAYOR
There goes reelection.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois puts on fresh lipstick.

LOIS
Why do you want Superman's body? I've never seen equipment like this before. Is it some kind of research?

EXTREME CLOSEUP

She is snapping photos with a micro lipstick camera.

BACK TO SCENE

BRAINIAC
you're so inquisitive, like a child. Very well, a clue. Superman is the last Kryptonian.

(CONTINUED)

CONTINUED:

LOIS
You want to put him in a wax museum?

She notices the strand of numbers swirling on a console.

LOIS
No... these ropes of numbers... I saw something like this when I did a story at the heredity institute, it had something to do with D.N.A.

BRAINIAC
Very impressive. Yes, I need his D.N.A. Lois, help me find the body.

LOIS
I'd rather help the devil.

He gestures, and the red button rises from the floor.

BRAINIAC
In this case, the devil is giving you the opportunity to do good. I'm going to let you save Metropolis. Watch. You'll find this incredible.

He pushes his red button.

INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - DAY

The ANNIHILATOR begins to HUM...

EXT. SKYSCRAPER - DAY

A beam from Brainiac's ship strikes the skyscraper.

INT. SKYSCRAPER - DAY

Beams vibrate, plaster falls from the walls. Light fixtures shake, BULBS POP.

EXT. SKYSCRAPER - DAY

The SKYSCRAPER EXPLODES into rubble, the equivalent of the Empire State Building blowing apart. On the streets, people scream and run from the falling debris.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and the Police Chief take cover as debris falls. They look up at the figure of Brainiac in the sky.

BRAINIAC
Bring me the body of Superman within one hundred hours, or I will level Metropolis. As I said... simple.

He disappears. The Mayor and Police Chief notice flashes of light from their wrists, and look at their watches.

INSERT - MAYOR'S WATCH FACE

has been replaced with an LED readout, 100:00:00 and counting backwards, in seconds.

MONTAGE OF IMAGES

Every clock in Metropolis changes; wrist watches, dashboard clocks, kitchen clocks, clocks on banks, the clock tower at the center of town. They become literal ticking clocks, and they are down to 99:59:30.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois and Jimmy are led out of the room.

BRAINIAC
Silver Banshee. Scan the surface of the planet for traces of Kryptonite.

BANSHEE
Why use the human woman?

BRAINIAC
Your jealousy is touching, but insignificant.

Brainiac concentrates, his eyes closed...

EXT. METROPOLIS - MAIN BOULEVARD - DAY

Up and down the streets, flags unfurl on lamp posts and street lights, red backgrounds with Brainiac's insignia.

.. EXT. LIBERTY ISLAND - DAY

The Statue of Lady Liberty in Metropolis Harbor changes, rippling from the ground up, until it is a statue of Brainiac, holding a massive clock in his palm.

CUT TO:

.. INT. CADMUS'S SHIP - NIGHT

Superman wakes up sharply. He looks around, finds that he is wearing loose silk clothing he didn't have before.

He makes sure he's alone, then picks up an iron crowbar from the floor. He tries to bend it. He struggles, intense, but the crowbar will not bend.

.. INT. CADMUS'S SHIP - WORKROOM - NIGHT

Cadmus tinkers with something on his workbench.

CADMUS
Come on, ya cheap piece of...

He whacks whatever he is working on several times with a mallet. Superman enters behind him, the crowbar in his hand like a weapon. Cadmus senses him, looks up.

CADMUS
If you're gonna bash my brains in, I'd like to have a cigar first.

SUPERMAN
Did you revive me?

CADMUS
Nope, you came back on your own. I brought your body here to keep it away from Brainiac, I didn't expect you to be in it.

SUPERMAN
What does he want from me?

CADMUS
He's been loading himself up with the best D.N.A. in the universe, destroying the planets so no one else can get any. Wants to be the biggest and the baddest, all that. The mixed D.N.A. is incompatible, he's disintegrating.
(MORE)

(CONTINUED)

CONTINUED:

CADMUS (CONT'D)
You've got Kryptonian genes, strongest stuff around. You can hold him together.

SUPERMAN
You know a lot about him.

CADMUS
I been chasing him for a long time, kid. Too damn long. Always a step behind, a day late.
(a beat)
But I got here in time. You're still alive, and you can knock him into the next millennium.

SUPERMAN
So let me out and I'll finish it.

CADMUS
We're underwater. Under the North Pole. It can wait --

SUPERMAN
It can't wait! Get this tub to the surface.

He heads for the door.

CADMUS
Seems to me I just knocked you on your butt, 'Superman.' How much trouble are you gonna mix up with no powers?

Superman doesn't answer, but it is clear Cadmus has him.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Superman step over piles of stuff, everywhere you go in this ship it is claustrophobic with junk. Also, the ship is an amalgamation of alien technologies; every room seems like it comes from a different ship.

CADMUS
Maybe the Kryptonite knocked your powers out of whack. We'll get 'em back. I'm gonna throw together some kind of training deal here.

(CONTINUED)

CONTINUED:

He takes a sledgehammer and breaks holes in the floor.

CADMUS
Brainiac's tough, you'll need your Phin-yar to take him on.

SUPERMAN
Fin who?

CADMUS
Right, a Kryptonian who doesn't know Phin-yar.

Then he looks at him and realizes Superman really doesn't know. Through the following, Cadmus pieces together a gigantic contraption, like a jungle gym, moving around it, pounding and occasionally cursing under his breath.

CADMUS
I don't know what it is, all I know is it's supposed to be what gave Kryptonian warriors their strength. It had something to do with seeing energy. Sounds like a load, but it worked.

SUPERMAN
What do you mean, seeing energy?

CADMUS
Patterns. Currents. Say I come at you with a roundhouse right. You could see where it would land before I even threw it.

SUPERMAN
It sounds like a deeper function of X-ray vision.

CADMUS
Maybe. I think it's a deeper everything, all your powers. Maybe the X-ray vision is the key. Ow! Son of a...

He angrily tosses his hammer across the room, then starts rummaging, looking for something.

SUPERMAN
How do you know so much? Were you on Krypton?

CADMUS
Once or twice, a long time ago.
(snaps his fingers)
I know where it is.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

A DOOR WHOOSHES open, revealing Superman and Cadmus in silhouette. This is the biggest room in the ship, also the most loaded with junk. The room itself looks like the inside of a lung. Each pile of junk has a silver orb in it.

SUPERMAN
What is all this?

CADMUS
Crap. Dusty artifacts from dead worlds. I'm sort of an archeologist.

SUPERMAN
More of a junkman, I'd say.

CADMUS
I collect stuff from dying planets. Been doing it for a long time, way before Brainiac showed up. Since he started stealing D.N.A. I've done what I can to stop him but I ain't had much success. Mostly I just archive planets he destroys.

Superman rolls one of the silver orbs with his fingertips.

CADMUS
Those orbs record everything that happens on a planet from the moment I get there.
(a beat)
That's my world. Didn't get much. It was the first planet he blew up.

Superman looks over some piles of junk in the back.

SUPERMAN
These things are from Krypton.
(a beat)
Did Brainiac...

CADMUS
No. He tried once, but one of the toughest Krypton warriors rallied the others and drove him off. A hundred thousand Kryptonians pooled their Phin-yar. Couple years later the sun flamed out. What a waste.

(CONTINUED)

CONTINUED:

SUPERMAN
Sometimes I try to imagine Krypton, but I know I don't see it right.

CADMUS
I probably don't see mine right, either. There were sulphur fields, they made the most beautiful sunsets. Memory's got rosy glasses.

Superman looks at the silver orb in the Krypton pile.

SUPERMAN
I'd like to see my home.

CADMUS
Your home is here, in Metropolis. Stick with the Krypton in your head.

SUPERMAN
Don't fool yourself. I don't belong here any more than you do.

Cadmus glances at Superman, who is looking at the Kryptonian artifacts with a pinched look on his face.

CADMUS
It's okay to cry if you want to.

SUPERMAN
Why would I cry? I never knew this world.

CADMUS
That seems like reason enough to me.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Silver Banshee enters and goes to Brainiac, who is closely watching the Kryptonite detectors.

BANSHEE
I came across someone in the street that I think you should meet.

(CONTINUED)

CONTINUED:

BRAINIAC
Another human?

BANSHEE
Not exactly.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee enters and finds Parasite waiting. He is more cut and muscular than when we last saw him.

BANSHEE
He will be along in a moment.

PARASITE
You the girl friend?

BANSHEE
My name is Silver Banshee. I am first mate of this ship.

PARASITE
That's too bad, because I see all this high-tech stuff, I think of one word: 'palimony.'

Brainiac appears as if out of a mist, on a platform above.

BRAINIAC
You interrupted me for this?

PARASITE
Nice to meet you, too, pal.

BANSHEE
Tell him what you told me.

PARASITE
We can cut a deal. Like I said to Silver Bedsheets here --

BANSHEE
Silver Banshee.

PARASITE
You want the body of Superman, right? I've got this town wired, City Hall, the streets, the back alleys and bars. You give me the authority to act in your name, maybe some muscle, I'll find you the super stiff.

(CONTINUED)

.. CONTINUED:

BRAINIAC
And your end of the deal?

PARASITE
Leave me your weapon so I can run Metropolis. You get the whole rest of the universe, I just want this burg and the surrounding 'burbs.

BRAINIAC
Very well. But you will follow my orders and report to Silver Banshee.

PARASITE
Look, no offense, but you don't fully grasp the scenario. I have incredible strength, Superman is D.O.A., I can do what I want. I am offering my services in a mutually beneficial --

Brainiac gestures, and the floor opens up under Parasite.

.. INT. BOTTOMLESS PIT

Parasite free-falls. As he tumbles, he sees the bottom of the pit rushing up at him, inhabited by unimaginable evil creatures, something between a tarantula and a scorpion, snapping.

Parasite frantically tries to stop his fall, but the beasts rush up at him, snapping, reaching...

.. INT. BRAINIAC'S SHIP - OBSERVATION DECK - DAY

Parasite opens his eyes; he is still aboard Brainiac's ship on his knees, it was all in his mind. Brainiac hovers over him, imposing.

PARASITE
You make a persuasive argument. All right, your rules. Just don't forget our deal.

Parasite exits.

BANSHEE
Are you really going to give him the weapon?

(CONTINUED)

CONTINUED:

Brainiac looks at her, please.

BRAINIAC
Don't be ridiculous. Go. Keep an eye on him.

INT. CADMUS'S SHIP - TRAINING ROOM - DAY

Cadmus works the controls as Superman dodges jury-rigged obstacles; lasers fire, blades swing down from the ceiling and up from the floor, metal pipes thrust at him. It all has the feeling of being put together with bubble gum and bailing wire.

CADMUS
You think too much! Use instinct! You got instincts, don't you?

Superman dodges a thrusting iron rod, spins around. Cadmus works the controls, biting his tongue; it is like Superman is in a video game and he is the player... the closer he gets to whacking him, the more carried away he gets.

A rod smacks Superman in the head. Cadmus shouts triumphantly, catches himself and shuts off the apparatus. Superman rubs his head as Cadmus resets the obstacles.

SUPERMAN
It's frustrating, like when something is on the tip of your tongue. I used to be able to lift a truck like it was a toy.

CADMUS
You were the Man of Steel.

Superman looks at him oddly.

CADMUS
What?

SUPERMAN
Nothing. It's just... someone else used to call me that.

CADMUS
A broad?

SUPERMAN
A woman. I don't have the luxury of thinking about her.

(CONTINUED)

CONTINUED:

CADMUS
Why not?

SUPERMAN
She's human. Obviously, I'm not.

CADMUS
Obviously. Let's go again. Focus, try and see the flow of energy.

SUPERMAN
This is a waste of time, you don't know what you're talking about.

CADMUS
Granted.

SUPERMAN
Anyway, I've done okay without this Phin-yar thing so far.

CADMUS
There's more to life than being Superman.

SUPERMAN
Suppose my powers don't come back in time.

CADMUS
Come on, I'll show you something.

INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus hits a switch. A panel opens in the wall to reveal:

A black super suit, pieced together with high-tech gizmos from a lot of different kinds of science; like everything else on Cadmus's ship, it is a bizarre patchwork.

CADMUS
I've been screwing around with this. It should do everything you used to do, except fly. It's got hydraulics in the arms, goggles for X-ray vision. The accelerators on the boots will give you super speed, and the blasters here provide super breath.
(MORE)

(CONTINUED)

.. CONTINUED:

CADMUS (CONT'D)
Also, there's a micro-forcefield to make you bulletproof. At least, that's the idea, can't promise anything.

SUPERMAN
Help me put it on, I'll try it.

CADMUS
The hell you will. Use the suit for what it is, a safety valve. Relax, train, and see what happens.

CUT TO:

.. INT. MAYOR'S OFFICE - NIGHT

The Mayor and two of his aides work late looking out the picture window at the mess that is Metropolis below; fires and riots, looting, etc., all in the very distant b.g.

The doors blow open and several aliens enter, making a path. Parasite and Silver Banshee enter, the Mayor's gorgeous ASSISTANT trailing behind them.

ASSISTANT
You don't have an appointment --

PARASITE
Don't need one, babycakes.

MAYOR
What's the meaning of this?

PARASITE
You're way down in the polls, Mr. Mayor, this town's going to hell. Time for a recall.

MAYOR
You're insane.

His aides make a move toward Parasite, but two aliens grab them and force them to their knees. Parasite grabs the top of their heads and sucks their life forces out. He lets their husks fall, and turns to the pretty Assistant, energy dancing off of his fingertips.

(CONTINUED)

.. CONTINUED:

PARASITE
That's what's known as a special election.

He picks up the Mayor's nameplate, tosses it. He goes to the wall and writes with the energy dancing off of his fingertip, literally burning the letters into the wall.

.. ANGLE FROM OUTSIDE PICTURE WINDOW

PULLING BACK to reveal what he has written, in angular scrawl:

HIS HONOR MAYOR PARASITE

CAMERA PULLS AWAY, OVER the burning city, while Parasite stands in the window, the Mayor at his feet...

.. INT. POLICE STATION - NIGHT

The Chief of Police comes down the stairs surrounded by uniformed officers and finds officers on their knees, Silver Banshee standing above them. Parasite is behind her, guarding the Mayor who is in handcuffs.

CHIEF
Who are you?

BANSHEE
I am the Chief of Police.

The cops draw their guns, but she begins to wail. They drop their guns, cover their ears, fall, passing out.

PARASITE
Nice pipes.

Silver Banshee goes to the Chief, takes his hat and sets it on her silver mane. She pins a gigantic diamond, roughly in the shape of a badge, on her chest.

BANSHEE
Diamonds are a ghoul's best friend.

.. EXT. METROPOLIS - NIGHT

VARIOUS SHOTS: The aliens supervise as Metropolites search warehouses, hospitals, alleys; some dig up graveyards; every citizen of Metropolis is working in the search for Superman's body. Brainiac's red flags hang everywhere, like a police state.

(CONTINUED)

CONTINUED:

A man checks his watch. It reads: 80:14:00.

CUT TO:

INT. CADMUS'S SHIP - GALLEY - DAY

Cadmus smokes a cigar. He holds a chicken egg up, sniffs it, then cracks it into a frying pan. He adds several more as Superman watches.

CADMUS
I hope I can help you. I can't teach Phin-yar, hell, I don't even know if it's real. All I know is Krypton is the only planet that ever drove Brainiac off, and the warrior that led the charge told me it was because of this thing. And I know if it exists, you can get it.

SUPERMAN
You don't know me.

CADMUS
Come on. You been in Metropolis your whole life and you've known me two hours, you tell me. Who have you got more in common with?

SUPERMAN
I guess you're right about that. We're two men without a world.
(a beat)
I'm thinking about that suit.

CADMUS
I figured.

SUPERMAN
I haven't stopped to think since I woke up. I've been trying to get my powers back to fight Brainiac, but maybe I ought to forget about it.

CADMUS
Sure, let him blow the planet up, what the hell?

(CONTINUED)

CONTINUED:

SUPERMAN
Not if the suit works. Don't you see? Without my powers, I'm closer to human than I've ever been.

CADMUS
I ain't so sure.

SUPERMAN
If I use the suit, I could put Brainiac down and give it up.

Cadmus looks at him for a few moments.

CADMUS
Look. Phin-yar --

SUPERMAN
Is something you once heard, a story. The suit is real.

CADMUS
The suit isn't the answer to your problems. The suit is a crutch.

Superman doesn't answer, he takes a bite of his sandwich.

CUT TO:

INT. MAYOR'S OFFICE - SUNSET

Parasite is looking out at the city when Silver Banshee enters behind him.

BANSHEE
Our sensors picked up traces of Kryptonite under the Metropolitan Bridge.

PARASITE
Good. We'll need more workers, we've got every grown person in Metropolis digging already.

CUT TO:

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

We MOVE just AHEAD of Superman, watching him run and shadow box. He turns corner after corner, using the piles of junk as hurdles, leaping over them.

(CONTINUED)

.. CONTINUED:

He stops outside of the warehouse, catches his breath. He looks at the door for a moment, glances down the hall.

.. INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman makes his way through the dark, side stepping the piles of junk. He finds the Krypton stuff, picks up the silver orb. He turns it over in his hand. He hears a noise behind him, turns around...

SUPERMAN
Cadmus, I --

.. INT. KRYPTON ICE CAVERN - DAY

But he is no longer on board the ship. Superman stands on a ledge, still dressed the same, holding the silver orb.

The place shakes, ice crumbles from the walls. There is a green cast to everything. He hears a SCREAM and looks up as a Krypton man falls from a ledge and disappears into the cavern below. Superman puts his hands up to protect himself from falling rocks, spots a tunnel, follows it out.

.. EXT. KRYPTON SURFACE - DAY

Superman comes out of the cave, holding the orb, and looks out over Krypton. There is a magnificent, gleaming city below him, green spires reaching to the sky. A gorgeous planet. Superman is overwhelmed.

Superman sees a window in the side of the hill nearby. Inside figures move about; he walks over and looks in.

Inside, among falling debris, his father Jor-el prepares a space capsule. His mother holds a baby; it is him.

.. INT. JOR-EL'S HOME - DAY

Superman enters and walks to the capsule, where his father and mother, LARA, stand together. She holds the baby.

LARA
Why Earth, Jor-el? They're primitive.

(CONTINUED)

CONTINUED:

SUPERMAN
Mother? It's me, Kal-el.

But they can't see or hear him.

JOR-EL
His dense molecular structure will make him strong in their atmosphere.

LARA
He'll be a freak there. An outcast.

SUPERMAN
Father, look at me.

JOR-EL
He'll look like them.

LARA
He won't be one of them.

Superman looks at his baby self; what his mother is saying goes to the core of what he has been feeling.

JOR-EL
He'll be invincible. Safe.

LARA
Isolated. Alone.

JOR-EL
He is strong, Lara. He will find a way to belong.

The place shakes, debris falls from the roof. Jor-el takes the baby from its mother and kisses him on the head; like the Earth family he saw in their apartment.

Superman watches Jor-el set the child into the capsule. Lara cries against Jor-el's chest as the capsule closes.

The capsule shoots out, and zooms away into space.

SHOT FROM ABOVE

Jor-el and Lara stand in the window and watch it go, in each other's arms, Superman behind them.

JOR-EL
Be at peace with yourself, Kal-el.

(CONTINUED)

.. CONTINUED:

The PLANET literally EXPLODES around Superman.

He catches a last glimpse of Jor-el and Lara holding each other tight as they vaporize in the debris. He drops the silver orb...

.. INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman is back in the dark room. The silver orb rolls across the floor.

.. INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman enters and looks at the suit, hanging there in the dark.

SUPERMAN
Let's see if you work.

A SERIES OF CUTS as Superman dons the suit. Then, a FULL SHOT of him in his new outfit:

All the makeshift gizmos, a silver "S" on the chest and a long black cape lined with red on the inside.

.. EXT. METROPOLIS RESERVOIR - NIGHT

PANNING PAST the sign:

METROPOLIS MUNICIPAL RESERVOIR

The water bubbles, and the top of Cadmus's ship breaks the surface. A hatch opens, and Superman pops up. He looks around, gets his bearings. Sarcastic:

SUPERMAN
The North Pole.

CUT TO:

.. INT. ORPHANAGE - NIGHT

We START ON a clock which reads 58:23:19. A small boy, ZACK, looks out the window and watches a shooting star. An orphanage worker, CAROLINE, scoops him up and joins the children and workers being herded out by Silver Banshee.

ZACK
I saw an angel.

(CONTINUED)

CONTINUED:

CAROLINE
Oh, sweetheart. There's no such thing as angels.

They exit in the herd.

EXT. ORPHANAGE - NIGHT

Parasite, Silver Banshee and their aliens herd the children and orphanage workers into a van.

PARASITE
Climb on in, kiddies, there's candy and toys at the end of this. That, or back breaking, excruciating slave labor, I can't remember which.

ZACK
Why are you purple?

PARASITE
God's punishing me.

ZACK
How come?

PARASITE
Because when I was a kid, I wouldn't do what grownups told me!

Zack practically leaps into the van. Silver Banshee climbs the van and kneels on the roof, makes a police whistle noise with her mouth.

BANSHEE
Let's move this bucket of bolts.

Parasite kickstarts a Harley and follows the van.

EXT. METROPOLITAN BRIDGE - NIGHT

Underneath, children are worked by the aliens. Parasite and Silver Banshee supervise from the bridge above.

PARASITE
So, Silver Banshee, where you from?

BANSHEE
Brainiac created me, from the D.N.A. of several powerful races.

(CONTINUED)

.. CONTINUED:

PARASITE
No kidding? Me, I'm from Brooklyn. I haven't always been a low-life, energy sucking parasite, you know. I used to be a lawyer.

.. EXT. JUNK YARD - NIGHT

Superman is near the bridge, testing his new suit. He grabs a rusty car and pulls; the HYDRAULICS on his arms WHIR, and he lifts the car a few feet off of the ground.

The HYDRAULICS fail, a tell-tale WHIRRING sound as they wind down and he drops the car with a thud. He smacks the hydraulics, they HUM to life, and he picks up the car and tosses it aside. He looks around.

.. SUPERMAN'S POV - NEW STYLE X-RAY VISION

Like infra-red glasses. He scans through the rusting hulks of cars, sees a rat scurrying.

He turns on a chunk of metal, blows at it. The device over his mouth whirls, super breath blows the chunk of metal across the junk yard.

.. EXTREME CLOSEUP

A device on his ear rotates; he hears children crying. He turns and looks.

.. SUPERMAN'S POV

The visor ZOOMS ACROSS the junk yard, to the bridge, and FOCUSES ON the children being forced to labor like a telephoto lens.

.. EXT. METROPOLITAN BRIDGE - NIGHT

Parasite and Silver Banshee look into the site the children have excavated.

PARASITE
Nothing but a hole.

BANSHEE
Superman must have been attacked here once, there are minute traces of Kryptonite.

(CONTINUED)

CONTINUED:

Underneath the bridge, the new Superman swiftly climbs the metal grating. He plows into the aliens, tossing them aside like bowling pins. One of them grabs up a MACHINE GUN and FIRES at him; the BULLETS RICOCHET off of him.

Up above:

PARASITE
Who is that cat?

BANSHEE
Let's find out.

They jump down under the bridge. Banshee executes a perfect ten point landing, but Parasite tumbles and rolls to his feet. They look around, but Superman is gone.

He swings down from the beams above and kicks Parasite in the back of the head, knocks him off his feet. Superman turns to Silver Banshee. She picks up Parasite's Harley, raises it over her head and throws it at Superman.

PARASITE
Not the Harley!

Superman catches it, uses the hydraulics on his arms and breaks it in half, tosses the pieces aside.

PARASITE
I'm gonna need more strength.

He grabs a little girl, but Superman kicks his hand away from her head. He punches Parasite, rocks him. Silver Banshee closes in; Superman blows, knocking her back a few yards. The breath dies, he smacks the device, and the breath kicks in again. It knocks her against the wall, but the retort almost knocks Superman off of his own feet.

PARASITE
Who <u>is</u> that cat?

INT. HELICOPTER/EXT. LIBERTY ISLAND - NIGHT

Lois and Jimmy ride in the back of a WGBS News chopper, circling the Liberty Statue of Brainiac holding the clock, which is at 55:22:13.

LOIS
Try and spot any place the body could be hidden.

(CONTINUED)

.. CONTINUED:

PILOT
Mr. Olsen? There's something going on at the bridge.

JIMMY
Take us in.

.. EXT. OVER METROPOLIS RIVER - NIGHT

The chopper swoops around and heads for the action.

.. EXT. METROPOLITAN BRIDGE - NIGHT

Silver Banshee starts to wail at Superman.

.. EXTREME CLOSEUP

Tiny earplugs rotate and slip into his ears.

.. BACK TO SCENE

Parasite and Banshee look up at the sound of the CHOPPER. Jimmy and Lois are at the open door.

.. INT. HELICOPTER - NIGHT

Lois picks up the TV camera.

JIMMY
I'll show you how to use it, it's complicated.

LOIS
Got it.

She starts shooting the scene below.

.. EXT. METROPOLITAN BRIDGE - NIGHT

Superman goes to pick up one half of the Harley, but his hydraulics fail; he hears the tell-tale WHINING SOUND that goes with their failure. Superman tinkers with the devices.

Parasite gestures to Silver Banshee, help me. Together they pick up the van and lob it at Superman. He holds up his arms to catch it, but it lands on him, crunch.

(CONTINUED)

.. CONTINUED:

After a few moments, Parasite goes to check it out. He grabs the van under the edge, strains, finally flips it.

Superman is underneath; he struggles to his knees. Parasite goes to kick him, but Superman stands and punches him, the full thrust of his legs behind his blow. He knocks Parasite off of the bridge.

.. UNDER BRIDGE

Parasite grabs a pipe and hangs there, watches Lois and Jimmy shoot his picture from the chopper. As long as he's on camera, he flashes a smile.

.. BACK TO SCENE

SUPERMAN
(to Caroline)
Take the children.

Caroline gathers the kids. Superman turns on Silver Banshee and advances. She starts to wail, and he staggers back, drops to his knees, fumbles with the earpiece. She unleashes a scream and he rolls back like a tumbleweed, slams against a steel girder.

The CHOPPER RISES beside the camera; Superman sees Lois.

.. LOIS'S POV - THROUGH TV CAMERA

The new Superman is there, but he is in shadow, hard to see.

.. BACK TO SCENE

LOIS
Who is he?

Parasite climbs up from under the bridge and sees the children fleeing. He grabs a teacher, slams him against the wall, holds his head and sucks his life force.

He turns around, stronger than ever, and throws what's left of the Harley.

JIMMY
Look out!

The Harley hits the blades of the chopper. The blades break, and the chopper starts to fall...

(CONTINUED)

CONTINUED:

Superman watches helplessly as the Pilot manages to steer the chopper into the soft dirt, where it lands with a thud. Superman hurries to the edge of the bridge.

Lois climbs out and he watches her; it is a long moment, almost in slow motion, she is so beautiful to him. It is like his heart stops. She looks up, and for a fleeting moment they make eye contact. He is wearing his visor, so she doesn't get a good look at him, but his heart melts.

Parasite grabs Superman from behind and throws him like a sack of potatoes; Superman slams into the bridge hard, slides down through the structure, bouncing off the beams.

UP ABOVE

The children and teachers run across the bridge.

BELOW

Parasite starts toward Superman.

BANSHEE
Leave him!

PARASITE
Are you kidding?

Superman gets his hydraulics working again. He tears up through the bottom of the bridge and stands facing them.

BANSHEE
He is not why we're here. Wait until we know more about him.

PARASITE
You're the boss.

Superman moves in on them. Silver Banshee looks around, gets an idea, and starts her high-pitched wailing.

High overhead, the suspension cables on the bridge start to snap. The bridge lurches, the children scream.

CAROLINE
Keep moving, everyone! Hold your buddy's hand!

Silver Banshee wails, the cables snap. Superman climbs the structure, reaching the top of the bridge exactly as:

(CONTINUED)

CONTINUED:

The entire bridge breaks loose and starts to fall. Superman catches the two main cables, but we hear the telltale WHINE of his HYDRAULICS failing; the cables zip through his fingers. He sees the children slipping.

SUPERMAN
No!

He grabs the cables and stops them from sliding. For just an instant, he is holding the bridge up. Then his HYDRAULICS kick to life again with a HUM. Superman stands on top of the bridge, literally holding the bridge up.

Silver Banshee gracefully swan dives off the bridge; Parasite cannonballs.

EXT. RIVER - NIGHT

Parasite and Silver Banshee hit the water and start to swim downstream. He does a frog stroke, spits some water.

PARASITE
I won't tell the big cortex about this if you don't.

PAN UP TO Lois and Jimmy on the shore, watching Superman.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman strains, pulling the cables that hold up the bridge. The children are mostly ashore, just a few stragglers hurrying along. He slips a little, the bridge lurches. The kids scream, the teachers urge them on.

Superman ties the cables off as the last children make it ashore. Caroline holds Zack in her arms.

CAROLINE
I was wrong. Maybe there are angels.

Superman sits back, on top of the bridge, exhausted, the suit torn in several places. He scans the river.

SUPERMAN'S POV - NEW STYLE X-RAY VISION

He can see everything underwater: swimming fish, old tires, garbage, a skeleton with its feet in a concrete block, but no sign of Parasite or Silver Banshee.

CUT TO:

INT. LOIS'S APARTMENT - NIGHT

Lois sleeps on the sofa, just as we first saw her at the beginning of the movie. The TV runs fuzzy snow, forgotten. Her clock reads: 51:17:00. Below that, her VCR flashes 12:00.

She hears a gentle RAPPING at her window, sits up; can it be? She runs out.

EXT. LOIS'S TERRACE - NIGHT

The gentle RAPPING continues as Lois slides the door open and finds:

A bird tapping on her bird feeder. Her heart falls. Her DOORBELL RINGS; she goes back inside.

INT. LOIS'S APARTMENT - NIGHT

There is little light other than the glow of the TV playing back the footage of Superman at the bridge. Lois and Jimmy watch it, but it's grainy, shot at night without lights, and they can't get a good look at him. Jimmy freeze frames an image of the mystery man holding the bridge up.

JIMMY
If I didn't know better, I'd swear it was Superman.

LOIS
Superman is dead.

There is a long, awkward pause. Jimmy pops the tape out of the machine.

LOIS
I wish they'd find Clark.

JIMMY
They're not going to.

LOIS
The night he disappeared he was trying to tell me something, and I didn't listen. I was so absorbed in my Superman problems.

JIMMY
Clark's gone, Lois. You need to face it.

(CONTINUED)

CONTINUED:

LOIS
Don't tell me how to feel! Everyone is always telling me what I need, I know how to take care...

Lois waves a hand, trying not to be emotional.

LOIS
I thought of a few places the body could be. Research facilities, a couple of strange cults with grudges against Superman.

JIMMY
Have you even let yourself cry yet?

LOIS
Don't. I'm glad I have all this to keep me busy.

JIMMY
That's the nature of the job, isn't it? There's always something bigger than ourselves to distract us.

She pours another drink and sits across from him.

LOIS
I can't believe Clark is missing. In a way, Superman was more of a fantasy to me than a real man. I was always waiting for him to make a move, but I think I knew he wouldn't. He was remote, like a movie star. But Clark was so... human. I can't believe anything could happen to Clark.
(a beat)
It's funny. I used to think if I could mix the two of them, they'd make the perfect man. And now they're both gone.

INT. LOIS'S APARTMENT - NIGHT

Lois sees Jimmy out the front door. He kisses her on the forehead, and once he's out she locks the door; there are five heavy duty locks, and she latches every one of them.

She goes to her STEREO and puts on some thrashing alternative MUSIC, like Green Day or Alanis Morissette. She turns it up LOUD, then LOUDER. She CRANKS it as LOUD as it will go, rattling her windows.

.. INT. LOIS'S BATHROOM - NIGHT

With the MUSIC BLASTING from the other room, Lois turns the shower on hot, steam rising. She sheds her robe and climbs in.

Then, under the water, protected by locked doors and LOUD MUSIC, she finally cries. She cries hard, until she winds up sitting under the pounding water, clutching her knees.

CUT TO:

.. EXT. METROPOLITAN RESERVOIR - ESTABLISHING SHOT - NIGHT

The surface of Cadmus's ship can just be seen under the water.

.. INT. CADMUS'S SHIP - WORKROOM - NIGHT

Superman takes the tattered suit off in the dark, trying to rearrange it.

CADMUS (O.S.)
Hope you had a good time.

Superman turns and finds Cadmus down in the floor, working on the engine of the ship; just his chest and head are above floor level. He has grease all over him, a total mess. He keeps working.

SUPERMAN
I'm sorry --

CADMUS
Sorry's not good enough. If you got killed I'd be left to face Brainiac alone, and I'm a little old for that suit.

SUPERMAN
Cadmus, I'm sorry. Really. I just thought...

CADMUS
(a beat)
Took a beating. You hurt?

SUPERMAN
My pride's wounded.

CADMUS
That's good for you.

(CONTINUED)

CONTINUED:

SUPERMAN
The hydraulics failed. I saw these kids about to die, and just for an instant I was able to hold the bridge up myself.

CADMUS
Because you weren't thinking.

Superman drapes the cape over the suit.

SUPERMAN
Why do you have recordings of my father on your orb?

CADMUS
I told you I met the Kryptonian that led the charge against Brainiac.

SUPERMAN
It was Jor-el?

CADMUS
He was a great warrior. Brainiac knows you're Jor-el's son. Knows you've got it in you, too.

SUPERMAN
Why did they stay on a dying planet?

CADMUS
There were millions of people, and no way to get them all off. Your folks chose to die with their race.

Cadmus towels the grease off.

CADMUS
Ready to work?

SUPERMAN
No more training. With a little attention the suit will work, I don't need my powers to fight Brainiac.
(a beat)
I'm going to see Lois.

He exits. Cadmus sighs and disappears under the floor.

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman heads for the door. Cadmus pops open a trap door ahead of him, sticks up out of the floor. Superman side steps him.

SUPERMAN
You can't stop me, I'm in love with her.

CADMUS
You counting on the suit to do that for you, too?

Superman keeps walking. Cadmus ducks under, then pops up through another crawl space ahead of him. Superman stops.

SUPERMAN
All I've ever wanted is to belong here, to be able to love Lois and ask her to love me back. My powers are what make me different.
(a beat)
Fix the suit and I'll defeat Brainiac, I'll dismantle his weapons.

He heads for the door.

SUPERMAN
But once Metropolis is safe, I don't have to be Superman anymore.

He exits. Frustrated, Cadmus disappears back into the floor, slams the hatch.

CUT TO:

EXT. DOWNTOWN METROPOLIS - DAWN

Clark Kent wanders through mean streets, the slums of Metropolis. In a dark MONTAGE, he sees Metropolis under siege, Brainiac's insignia flags everywhere.

A) VETERAN'S GRAVEYARD

Metropolites dig graves up under the supervision of aliens. It is an eerie, almost surreal sight.

B) DISCOUNT STORE

is looted, criminals steal everything from televisions to diapers.

(CONTINUED)

CONTINUED:

C) SIDE OF BANK

is rubble, a clear path through to the vault which has long since been emptied. The clock on the bank reads: 48:10:00.

D) TWO MEN

sell illegal substances in a dark doorway.

E) HOOKERS

come on to Clark.

F) TAGGER

has spray painted a beautiful R.I.P. to Superman on the side of a building.

CUT TO:

INT. DAILY PLANET - DAY

This place is no longer a newspaper; it is search HQ. Huge maps hang on the walls, flag pins showing areas searched. Reporters organize teams, send search parties out. Nobody has slept. The clock on the wall reads: 46:22:50.

INT. PERRY WHITE'S OFFICE - DAY

Perry scribbles as Lois enters, passing another reporter on his way out. Perry checks his watch.

LOIS
We've searched everything from here to the river. We're spreading west now.
(a beat)
Chief, General Shuster is sending in a crack Army insertion team, just a few ace guys to try and find a way through the force field.

PERRY
How do you know about it?

(CONTINUED)

CONTINUED:

LOIS
I traded the photos I took of the inside of the ship for the right to go along. It could be the end of this, we should be there.

She notices Perry staring at something outside the glass, grinning. She turns and sees:

Clark Kent being welcomed back by the rest of the newsroom.

INT. DAILY PLANET - DAY

Lois runs to Clark, embraces him.

LOIS
Clark! I thought you were dead!

She kisses him on the cheek; Clark tilts her face up and kisses her full on the lips. She gives herself over to it. It is a long kiss, and forceful for Clark; something has changed in his personality. Lois is flustered, embarrassed.

LOIS
Clark...

CLARK
It's good to be alive.

LOIS
Strange thing. When you disappeared my anonymous roses stopped coming.

CLARK
You think that's a coincidence?

LOIS
(beaming)
Are you sure you're Clark Kent?

PERRY
Kent! Get in here.

INT. PERRY WHITE'S OFFICE - DAY

Clark stands before Perry.

(CONTINUED)

CONTINUED:

PERRY
Things have been crazy, Kent, this town's like the D.M.Z. without Superman. I need you at the quarry.

CLARK
The quarry's already been searched.

PERRY
I want to sweep a second team through behind the first, make sure they didn't miss anything.

CLARK
Chief, with all due respect, I'm not batting cleanup. I'll stay where the action is.

Perry looks up at him for a moment, then shrugs, stay where the action is. Clark heads out.

PERRY
Kent. I'm glad you're alive.

Clark nods, exits.

CUT TO:

INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus repairs the suit. He stuffs crackers in his mouth and grumbles, spraying some crumbs.

CADMUS
Tell me how it's gonna be. Lousy punk. I was saving planets when you were dangling off your mammy's teat.

He glances out of the corner of his eye and sees the X-ray visor. He picks it up and turns it over in his hand, thinking, then he starts to tinker with the visor.

CUT TO:

INT. CLARK KENT'S APARTMENT - SUNSET

Clark pushes the door open, steps in, looks around. He crosses the room to a mirror and looks at himself.

(CONTINUED)

CONTINUED:

CLARK
Clark Kent.

Lois enters behind him, through the front door.

LOIS
Clark, are you all right? I want... we need to talk.

CLARK
Sure, Lois. What's up?

She takes his hand in hers and takes a deep breath. She seems to be working up her courage. There is a picture window behind them, red sunset gleaming off the spires of Metropolis.

LOIS
Since Superman died I've done a lot of thinking. It's weird, we're friends, you and me, and somehow you think you can't be in love with a friend, which is ridiculous, I mean, that would be the ideal, you'd think. But the bottom line is, when I thought you and Superman were both dead, you were the one I really missed.

He cups her chin and turns her face up to meet his eyes.

CLARK
Lois. What are you trying to say?

LOIS
What do you think?

He kisses her; a deep, long kiss.

LOIS
You need to make a call.

INT. KENT FARMHOUSE - EVENING

Ma Kent comes in from the kitchen and answers the RINGING PHONE.

MA KENT
Hello?
(waits)
Who's there? Speak up.

INTERCUT WITH:

INT. CLARK KENT'S APARTMENT - EVENING

Clark is on the phone. Lois watches him from the sofa.

CLARK
Mom, it's me. It's Clark. I'm okay.

Ma can't believe it. She puts her hand on the table for balance.

MA KENT
How? I saw it on the television, they had a funeral...

Clark glances at Lois.

CLARK
I can't explain it now. But I'm alive, I wanted you to know.

Ma Kent weeps. Clark glances at Lois, who gives him a look that says, tell her.

CLARK
Mom. Listen. I love you.

MA KENT
(really crying)
I always knew that, Clark. But you know, I can't remember the last time you said it.

She hangs up.

CLARK

sets the receiver down and looks at Lois. He takes her in his arms and starts to kiss her. It builds in intensity...

There is a knock at the open door and Jimmy Olsen enters.

JIMMY
Lois. It's time.

LOIS
Thanks for coming, Jimmy. Captain Siegel knows you, he wouldn't let me go without you.

CLARK
Go where?

(CONTINUED)

CONTINUED:

JIMMY
An Army team is going to infiltrate the ship. We're tagging along for the story.

CLARK
You can't be serious.

LOIS
Clark, are you with us or not?

He meets Lois's eyes. It is obvious he is not going.

LOIS
(disappointed)
I guess you really are Clark Kent.

Lois and Jimmy exit. As soon as they are gone, Clark drops his glasses on the table and runs out, heading in the other direction. He leaves the front door ajar.

CUT TO:

EXT. METRO CENTRE PARK - NIGHT

Lois and Jimmy and five army specialists, heavily-armed, run across the street lined with Brainiac's flags, between two buildings at the edge of the park, approaching the massive spaceship. They slip down a manhole.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman suits up. Cadmus helps him slip the visor on.

SUPERMAN
Is the suit ready?

CADMUS
Oh yeah, it's ready.

SUPERMAN
Lois will be dead before I get there! I need some way to fly.

CADMUS
Ah jeez, kid, you're killing me.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Cadmus pushes numbers on a pad. A heavy steel vault slides open, reveals a black, triangular, wing-like contraption.

CADMUS
This is my prize possession. Salvaged from Grokkus Twelve.

SUPERMAN
What is it?

Superman steps up to it. There are no straps, nothing, it just looks like a smooth piece of black metal.

CADMUS
It's a wing. It flies. Never had it out, it's brand new, not a scratch on it. Like to keep it that way.

Superman turns his back on the wing. Suddenly it envelops his arms, like organic straps. A black half-helmet rotates down out of the smooth surface, covers his face.

SUPERMAN'S POV

a strange, space-aged LED readout, with graphs and charts, and a targeting spiral.

SUPERMAN
How does it work?

CADMUS
You're coming back, right?

SUPERMAN
I don't have time to argue --

CADMUS
Then it doesn't work.

SUPERMAN
All right! I'll come back, I'll train, whatever you want! How does it work?

CADMUS
It's telepathic. You just think about flying --

(CONTINUED)

.. CONTINUED:

Superman takes off. Cadmus hits a button on the wall, and the ceiling opens up in the nick of time. Superman disappears into the night.

CADMUS
This kid's gonna get it yet.

COMPUTER (V.O.)
Based on what evidence? He ignores your advice, runs off after this woman every chance he gets --

CADMUS
He's following his heart. That's the whole idea.

COMPUTER (V.O.)
Well, if you ask me --

CADMUS
Nobody asked ya.

.. EXT. METROPOLIS RESERVOIR - NIGHT

Superman streaks up out of the reservoir and shoots off across Metropolis, in the triangular black wing.

CUT TO:

.. INT. BRAINIAC'S SHIP - HIS QUARTERS - NIGHT

Brainiac sleeps, fitfully tossing, obviously in pain. He wakes up with a start and lies there bathed in sweat. He looks into the shadowy recesses of the room.

BRAINIAC
The devil.

There is a pause. He closes his eyes, says this quietly:

BRAINIAC
Banshee. Hurry.

He goes to the mirror, wipes the sweat away. He looks himself in the eyes, steely, gripping the vanity.

BRAINIAC
They will worship you.

Silver Banshee enters. Brainiac turns away from her.

(CONTINUED)

.. CONTINUED:

BANSHEE
You sent for me?

BRAINIAC
There are five... no...
(closes his eyes)
... six rather angry humans approaching the ship underground. Take Parasite. Kill them.

.. INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Silver Banshee and Parasite hurry down the corridor.

BANSHEE
Go around the front of the ship. Drive them back to me.

PARASITE
Hey, you could drive them back to me, you know.

BANSHEE
Don't make me raise my voice.

.. INT. SEWER - NIGHT

Lois, Jimmy, and the Army guys move through shin-deep water.

CAPTAIN
Another hundred yards, we'll be directly under the ship --

Suddenly the street is pounded open above them; rubble rains down, and the street is torn up. Parasite looks through the hole, upside down.

PARASITE
Wussup?

The Army guys OPEN FIRE on him. He lifts the manhole cover and uses it as a shield, BULLETS BOUNCING off of it.

CAPTAIN
Go go go go go!

(CONTINUED)

.. CONTINUED:

The group takes off through the sewer. Parasite pounds another hole in the street ahead of them. Two of the Army guys are buried in the rubble. The reporters and the two remaining Army guys run through the twisting sewers.

Parasite drops down through the hole and goes after them, still carrying the manhole cover.

JIMMY
Here!

He is at a chute that goes deeper underground. They are about to jump when Parasite grabs the last soldier in their group and slams him against the wall.

He latches onto the soldier and sucks his life force out. He staggers back as the husk drops, looks down at his amazing body, flexes like a body builder.

PARASITE
I swear, I'm already seeing results.

The Army Captain, who is the last one left except for Lois and Jimmy, OPENS FIRE on Parasite. Parasite turns, aglow with the energy he just sucked, holds the manhole cover up for protection and walks straight forward through the BARRAGE of BULLETS.

He slams the Captain with the manhole cover, grabs the Captain's gun and breaks it in half.

Lois and Jimmy dive into the chute.

.. INT. SEWER - CHUTE - NIGHT

Lois and Jimmy fly by. Parasite looks down the chute, sniffs.

PARASITE
Yikes. Reminds me of mom's cooking.

He jumps into the chute, slides after them.

.. EXT. SKY OVER METROPOLIS - NIGHT

The new Superman flies along in his black wing, scanning the streets below.

.. SUPERMAN'S POV

THROUGH the ever evolving, space-aged LED, he spots the laser-blasted holes in the street below. The LED focuses on them.

.. BACK TO SCENE

The wing does a loop and heads in that direction.

.. SUPERMAN'S POV - NEW X-RAY VISION

He scans the sewers until Lois and Jimmy slide THROUGH his vision. He goes back, looks for them. The IMAGE FLICKERS; the X-ray visor is going out.

.. BACK TO SCENE

He smacks the visor, the vision comes back.

.. SUPERMAN'S POV - NEW X-RAY VISION

He finds the reporters, and Parasite closing in on them! The vision goes BLACK.

.. BACK TO SCENE

Superman zooms toward an open manhole. He looks at the wing, and at the hole. It is obvious he will never fit.

At the last instant he breaks away; the big portion of the wing shoots up into the sky, and he shoots through the manhole in a smaller, interior piece, almost like a solid triangular cape. It takes him completely by surprise.

.. INT. SEWER - NIGHT

Superman roars through the manhole and starts to fly through the tunnels, looking for them.

.. SUPERMAN'S POV

Tunnels fly by at incredible speed, seen THROUGH his LED, like a video game.

INTERCUT WITH:

.. SHOTS OF LOIS AND JIMMY

running, and Parasite closing in, giggling, high-stepping in the cold water.

Superman hears LOIS YELLING, comes to a stop. The interior wing folds up behind him of its own volition, becoming unobtrusive. He tries to spot her through the wall.

.. SUPERMAN'S POV

Nothing but wall; his X-ray visor is dead.

.. BACK TO SCENE

He hears HER YELL again, and raises his visor, frustrated. He stares at the wall with his own eyes; nothing. He closes his eyes and rolls his head around, relaxes, looks at the wall...

.. SUPERMAN'S POV

His X-ray vision is coming back, albeit very weakly. Then, suddenly, with a crash: he sees THROUGH the wall, then the next wall, then all the other walls, THROUGH the earth, the core of the earth, out to space.

.. BACK TO SCENE

He reels back, closes his eyes. He gets his equilibrium and tries again.

.. SUPERMAN'S POV - X-RAY VISION

He sees a hazy image of Lois using her knife to pry a grate loose. She and Jimmy climb through. Superman shifts his eyes, sees Parasite closing in on them...

.. INT. BASEMENT RAVE - NIGHT

Lois and Jimmy climb through the grate into an underground nightclub. Dozens of young people dance, like they stumbled into MTV's Grind inhabited by sexy zombies.

They climb down the scaffolding and melt into the crowd. Of course, they look completely out of place in the flood of undulating bodies, as they make a beeline for the door.

(CONTINUED)

CONTINUED:

Parasite sticks his head through the grate and looks around at the wild crowd.

PARASITE
Smorgasbord.

He climbs through the hole, grabs a dancing girl and grinds with her. In the middle of the crowd he grabs the back of her head and sucks the life force out, then drops her and continues on. The other dancers don't even notice.

The door flies open and Silver Banshee enters; Lois and Jimmy are cut off. Silver Banshee makes a police whistle sound and the MUSIC CUTS OFF. All eyes turn to her.

PARASITE
Banshee, baby. What's a sleazy girl like you doing in a nice joint like this?

Aliens flood the room, start rounding up the teenagers.

BANSHEE
Take them, we'll use them as labor.

Superman breaks through the roof and flies straight down at the crowd. His visor is back in place, hiding his face.

BANSHEE
Kill him!

The aliens OPEN FIRE, a BARRAGE of LASERS. Superman descends on Lois and Jimmy, covers them in the interior wing, and flies out the hole he made when he came in.

The crowd is excited, murmurs pass through the room:

CROWD
Superman! Is he back?

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman deposits Lois and Jimmy on a rooftop. He drops Lois facing away from him, looks Jimmy in the eye. Superman jumps off the roof just as Lois turns to get a look at him. Lois and Jimmy hurry to the edge.

JIMMY
I'm telling you, that's Superman!

(CONTINUED)

CONTINUED:

LOIS
It can't be. Can it?

JIMMY
It would explain why we can't find the body.

EXT. BASEMENT RAVE - NIGHT

The teens run out into the street, screaming. The aliens follow, rounding them up. They are very near Brainiac's ship.

Parasite and Silver Banshee come out in the crowd, looking for Superman. He swoops down and lands, scatters the crowd.

TEEN #1
Look! Superman!

TEEN #2
He'll nail them!

BANSHEE
Who are you, man?

Superman takes a deep breath, blows superbreath at her. This time she is ready; she wails, yelling right at him.

His superbreath hits her sound wave, causing a vortex that swirls upwards, sweeping paper and dirt and somebody's bicycle up with it; a cyclone.

Superman whips his head to the side, and the vortex goes swirling off down the street, the club dancers diving out of the way.

Parasite grabs a young dancer; he starts to suck out this guy's essence, but the guy starts shaking, twitching.

PARASITE
Ah, none of that.

He shoves the dancer away, and the dancer slams against the wall and slides down, dazed. Superman sees this.

Parasite turns on Superman, crackling with energy. He leaps through the air and dropkicks Superman, who slams back against a wall. Parasite pounces, grabs his head.

PARASITE
I'm gonna rip you a new habeas corpus.

(CONTINUED)

CONTINUED:

Superman smacks his arms apart and punches him, hard. Parasite staggers back and Superman jumps to his feet.

SUPERMAN
You've gotten stronger.

PARASITE
It's my high-energy diet.

Silver Banshee sees that they are under a tall, glass skyscraper. She begins to wail, a very high tone. All the young people from the nightclub cover their ears. She wails louder, higher, until:

All of the GLASS on the skyscraper starts to SHATTER and rain down toward the crowd. The windows pop, floor to floor. The crowd screams; they will be ripped to shreds.

One huge wedge of glass drives through the roof of a car, shearing the vehicle in half.

Superman sees another huge wedge of glass heading for the crowd. He jumps on top of a car and catches it, tosses it aside. Silver Banshee and Parasite head for the ship.

A huge wedge of glass falls straight toward the fellow that Parasite wouldn't feed from. As Superman leaps to catch it, Parasite and Silver Banshee go into the ship.

Superman tosses the wedge aside and flies after them; he hits the force field on the outside of the ship and bounces off, slams against the side of a building.

It knocks the wind out of him. He manages to get up, goes and kneels over the trembling MAN.

SUPERMAN
What happened?

EPILEPTIC (MAN)
I had a fit. I'm epileptic.

SUPERMAN
Parasite wouldn't feed off of you. Your sickness must affect him.

Lois runs out of the building, behind Superman.

LOIS
Superman?

(CONTINUED)

CONTINUED:

She is flush with anticipation. Superman hesitates, then turns around, faces her. She looks him over: the costume, the visor, the silver "S" on his chest. Her heart falls.

LOIS
Whoever you are, you shouldn't wear that 'S.' It's disrespectful.

Superman takes off, joins the big wing and soars away.

LOIS
(to herself)
You give people false hope.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman flies over, a streak in the sky. He passes the Metropolis Bank, and the bank clock that reads: 27:36:24.

WE FIND Jimmy Olsen, still on the rooftop where Superman left him. He watches Superman make an arc, and makes note of the general area where he disappears.

CUT TO:

EXT. ALIEN LANDSCAPE - SUNSET

Cadmus sits looking out at the sulphur fields of his home planet, and the great landscape they produce. He is holding a silver orb in his hand.

A young woman, a child, and a younger version of Cadmus himself come along with a picnic basket. The younger Cadmus and the woman set up while the child runs and plays.

Cadmus looks away just before the woman impulsively kisses the younger Cadmus; he has watched this memory so many times that he knows precisely when the kiss is coming, and he can't bear to watch it. He hears a DING.

CADMUS
What is it, Mary Lou?

COMPUTER (V.O.)
Mr. Sunshine has returned.

Cadmus watches the little boy run and play for a moment longer, then sets down the silver orb.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

The suit is hanging up again. Superman towels the sweat off as Cadmus enters behind him.

SUPERMAN
The visor broke, just when I needed it most.

CADMUS
What did you do?

SUPERMAN
I got my X-ray vision back. Nothing else, though.

CADMUS
That's the key, isn't it? Pretty soon you'll be seeing energy patterns all over the place.

Superman pulls his shirt off over his head.

CADMUS
Listen, I'm not gonna hold you to our agreement. I doubt if Phin-yar would help you anyway. Your old man drove Brainiac off, but a hundred thousand warriors had his back.

Superman does not look at him. Cadmus takes the suit and exits.

INT. CADMUS'S SHIP - WORKROOM - NIGHT

The suit hangs on a peg. Cadmus uses the laser welder on the visor, tight work. The mask is raised, he needs to be able to see. Superman enters and stands in the doorway. Cadmus glances up at him, then continues working.

SUPERMAN
I really was dead. My fathers were trying to tell me something.

CADMUS
You're lucky, I'd like a chance to talk to my old man. Course, he barely said two words to me when he was alive, I doubt if rigor mortis would loosen him up any. What did they say?

(CONTINUED)

CONTINUED:

SUPERMAN
They sent me back.

Cadmus looks at him for a few moments, then starts looking for something among the junk on his work bench.

CADMUS
Figure they sent you back from the dead to make the same mistakes again?

SUPERMAN
That's what I'm trying to avoid.

CADMUS
You put on this suit and fly around, you're exactly what you were before you died. You're a costume with fancy powers, and nothing inside of it.

Whatever he's looking for, he can't find it. He takes the mask off and heads for the door. Superman steps aside.

SUPERMAN
Jor-el told me I have to be at peace with myself.

CADMUS
You gonna accomplish that by giving up half of what you are?

Cadmus exits, and Superman stands there in the dark, alone. He looks at the empty suit, hanging on its peg like a soulless presence.

CUT TO:

INT. CLARK KENT'S APARTMENT - DAY

There is a KNOCK at the door. Then another. The door swings open. Lois stands in the hall.

LOIS
Clark? Your door is unlocked. It isn't safe, not the way things are going in this city.

There is a light in the bedroom. She figures he's there.

(CONTINUED)

CONTINUED:

LOIS
You were right about going to the ship, it was a disaster. Those men were the best Metropolis had to offer, now anyway, and Parasite chewed them up and spit them out.
(a beat)
Clark?

She pushes the bedroom door open, but he isn't there. She turns his bedroom light off and heads for the front door.

LOIS
(talking to herself)
Talking to yourself. Don't you know that's the first sign of insanity? I did, actually, I knew that.

She spots his glasses on the reading table.

LOIS
Where would you be without these?

She notices something in them. She holds them up toward the light from the window, looks through them. They seem to be clear glass. She slips them on, turns and sees:

Another woman in the room with her! She hits a defensive stance, and so does the other woman.

She is looking in the mirror! The other woman is actually her, Lois, looking frumpier, her hair in a bun, washed out.

Lois is tripping. She lowers the glasses off her face...

And sees her normal self in the mirror. She puts the glasses on again; the other woman. Takes them off; Lois.

PUSH IN ON her face as she stares in disbelief at the glasses in her hand.

INT. CLARK KENT'S BEDROOM - DAY

The glasses sit on the bed; Clark's clothes are strewn everywhere. Lois is at the closet, tossing things out. She leans against the door frame, out of places to look, then notices a box under the bed. She pulls it out, opens it and finds:

(CONTINUED)

.. CONTINUED:

The letters from kids she gave to Superman on the balcony. Lois is half crying and half laughing, as she realizes what this means.

CUT TO:

.. INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac is at his work station, alone. His 3-D model of Lois rotates, he looks at it from all angles. A clock above him reads: 15:17:00. Silver Banshee enters.

BRAINIAC
These humans are an enigma. All I am asking for is the body of a dead alien. But they keep coming at me. How did he engender this loyalty? This devotion?
(a beat)
Especially in this woman. I have not felt the sheer strength of this emotion in any human nearly as I did when I probed the romantic yearnings of Lois Lane. Her feelings for this Kryptonian...

BANSHEE
From what I've seen, you're better off without it. Their love makes them miserable.

BRAINIAC
No. Her D.N.A. is worth incorporating into my person.

BANSHEE
Brainiac, I have been with you for years. I've killed for you, helped you destroy entire systems.

BRAINIAC
What's your point?

BANSHEE
Now that you decide to feel love, you get someone new?

Brainiac gestures, and Lois evaporates.

(CONTINUED)

CONTINUED:

BRAINIAC
Silver Banshee, you're irrational. I am going to kill her. I am going to assimilate her D.N.A. into myself, and destroy her planet so no one else will ever have access to human genes. Of this you're jealous?

BANSHEE
(a beat)
I'll go find her for you.

CUT TO:

EXT. METROPOLIS RESERVOIR - DAY

Jimmy Olsen comes along to the area where he saw Superman land, climbs the chain-link fence, hops down to the cement walkway and looks around. He is carrying a portable video camera. He spots the top of the ship underwater out near the center of the reservoir, but he can't see it clearly.

JIMMY
Hello, Emmy.

He climbs over the guardrail onto the steep bank of the reservoir, aims his camera and shoots. It is precarious; he holds the railing, tries to keep his footing.

He slips, catches himself, but the camera slips out of his hand. He juggles it a couple of times, and it splashes into the water. Jimmy splashes in after it, goes under.

JIMMY'S POV

He sees Cadmus's ship underwater, in the distance; a strange, frightening shape in the murky water.

Jimmy scrambles for shore, but can't climb up the slippery bank. Then he calms down, thinks it through, and his reporter's instincts get the better of him.

He swims out to the ship. The top is only a few inches below the surface. He climbs up and stands on it.

.. INT. CADMUS'S SHIP - DAY

An ALARM sounds, REPEATED BLARING. Superman runs into the hall and finds Cadmus running by.

CADMUS
Perimeter alarm! They've found us!

.. INT. CADMUS'S SHIP - DAY

Just inside the front hatch. Cadmus smacks a switch on the wall which KILLS the ALARM. Cadmus cocks a big weapon, waggles his eyebrows.

CADMUS
This ought to be lively.

He hits a button and a video screen opens, and they see Jimmy underwater, checking out the ship. Jimmy heads for the surface, but his pants get hooked on a piece of metal, he's stuck. He struggles, but can't get loose.

CADMUS
Guess we'd better let him in. He'll drown.

Superman nods. Cadmus spins a lock and a hatch opens. The water doesn't pour in, it stays smooth, like the surface of a pond only upside down. Jimmy falls through and lands on the floor, soaking wet.

Superman throws him against the wall, keeping Jimmy's back to him, as Cadmus locks the hatch. Jimmy is terrified.

.. INT. CADMUS'S SHIP - WAREHOUSE - DAY

Superman sits at the mound of junk from Krypton, looking through it, holding pieces of it in his hands. He lifts an object and turns it over; it is completely foreign, it means nothing to him.

He looks across the room and sees a pile of Earth stuff; the collection Cadmus is building to remember this planet by: paintings, computers, a Coca-Cola sign, bits of popular culture, religious artifacts. There is a gold crucifix at the top of the pile; as Superman looks at it in the half light, it is almost like he is in church.

Jimmy walks up, out of the dark, drying his hair with a towel. Superman keeps his face in shadow so that Jimmy only sees his outline; he never gets a real look at him.

(CONTINUED)

CONTINUED:

SUPERMAN
What are you doing here?

JIMMY
I want your story. An exclusive. You're going to go up against Brainiac, right? I just want to be there, me and my cameraman.

He steps around, but Superman turns, keeps to the shadows, so Jimmy still can't see him directly.

JIMMY
Why are you afraid to let me see your face?
(a beat)
You are Superman, aren't you?

SUPERMAN
Superman is dead.

JIMMY
If you say so. It doesn't really matter. You should hear what's happening in the streets. Is he Superman? Isn't he? Where'd he come from? Just the idea of Superman is giving people hope again.

SUPERMAN
He was just an alien.

JIMMY
Hey, pal, I don't care who you are, don't talk like that about Superman. I knew him. He not only helped Metropolis, Superman was Metropolis. This city loved him.
(a beat)
Otherwise, how do you explain that funeral?

SUPERMAN
Whose funeral?

JIMMY
Who are we talking about?

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus watches Superman on a monitor, troubled. Superman sits in the middle of all the junk, not moving. Cadmus hears a noise, turns to find Jimmy in the doorway.

JIMMY
He's in trouble.

CADMUS
Yep.

JIMMY
I know what he needs. You've got to let me out of here.

Cadmus nods and exits with Jimmy. We PUSH IN ON the monitor, where Superman walks over to the pile of Earth artifacts.

.. INT. CADMUS'S SHIP - WAREHOUSE - DAY

Superman looks down at the silver orb that is recording Earth. He picks it up, holds it in his fist.

He doesn't get anything so he turns the orb over, but he is still standing in the warehouse. He turns it over again.

He hears HORSE HOOFS. He turns and finds:

A WHITE STALLION clomping down on him. He steps aside as it passes.

.. EXT. METROPOLIS - MAIN BOULEVARD - DAY

Superman watches the horse clomp by, pulling the wagon with his casket, draped in his tattered cape. He is at his own funeral.

He glances up at the reviewing stand, and sees the Mayor, the Police Chief, Batman. And then Lois, with the veil down over her face.

.. SUPERMAN'S POV - X-RAY VISION

He looks THROUGH her veil at her face. She looks like she has been hit by a truck; she is trying so hard to maintain, but her emotions are going wild inside of her. He watches her face for a long time.

.. BACK TO SCENE

As the casket passes, Superman follows it up the boulevard.

He hears crying and starts to notice the average citizens lining the street. He looks at their faces; men whose eyes are vacant, red; women who openly weep. Small children clutching Superman dolls, or dressed up in homemade Superman outfits.

He settles on a young family, father and mother holding their two children, comforting them. The kids are bawling as they watch the coffin pass. He looks back the way he came. He can't believe what he sees:

The streets are lined with people, as far back as his eyes can see, as if all of Metropolis is out for this.

He finds Lois again, watches her. CLOSE UP ON her face as she stands there fighting mightily to keep the tears away; she is trembling, biting her lip.

PUSH IN ON Superman's eyes, as he sees for himself what he means to Metropolis... and to Lois Lane.

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Superman slips in, in the dark, and starts to suit up.

CUT TO:

.. EXT. LOIS'S TERRACE - SUNSET

Lois looks at the Metropolis clock tower, which reads: 12:07:16, then she looks up at the sky.

LOIS
I know you're out there, but how do I find you? You always come when I'm in trouble. Without fail.

She climbs up on the railing and looks down at the ground, forty stories below, then out at the sky.

LOIS
Don't let me down this time.

She closes her eyes... and jumps! Jimmy yanks her back onto the terrace; she yells, he yells.

JIMMY
It's me! Lois, it's Jimmy!

EXT. METROPOLIS - SUNSET

Jimmy and Lois hurry through the streets.

JIMMY
You have to talk to him, he's all mixed up.

LOIS
I knew it was him!

We FIND Silver Banshee following, hiding in the trees.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac tinkers with controls as Silver Banshee stands behind him. He is looking worse, his eyes more sunken, his brain more exposed; deteriorating. He looks up, still facing away from her, then his face falls, disappointed.

BRAINIAC
You have returned without the girl.

BANSHEE
Yes. Cadmus --

Brainiac whirls in a flash of wild anger.

BRAINIAC
Cadmus!

We don't see the strike, it is covered by the cutting, but his backhand knocks Silver Banshee off her feet. He turns back to his console, frustrated. She touches her wounded face, climbs to her feet.

BANSHEE
Fool.

This word rumbles deep in her throat; Brainiac looks around as the walls of his ship shudder.

BANSHEE
Cadmus has the girl, and I know where he is. You can take care of them both at once.

He turns to her, softens, reaches out. She shies away, but he gently touches her cheek. She closes her eyes.

(CONTINUED)

CONTINUED:

BRAINIAC
I am a fool sometimes. You've never given me cause to hurt you.

She looks up at him. He smiles reassuringly.

CUT TO:

INT. MAYOR'S OFFICE - NIGHT

Parasite opens the closet, revealing a few tied up, terrified humans.

PARASITE
Guess who's coming to dinner. You look strong.

He goes in. We stay outside in the office, and see the purple light from within as he devours the human's energy.

Parasite comes bounding out, his body coursing with strength, his fingertips dancing with energy, and strikes a couple of bodybuilding poses.

BANSHEE (O.S.)
Very attractive.

He turns and sees Silver Banshee lying across the desk.

PARASITE
Brunhilde!

She sits up, and he stands between her legs while she sits on the edge of the desk.

PARASITE
You think energy shooting out my fingertips is wild, think what you could do with this.

He waggles his tongue; purple energy dances off the tip. She shoves him away.

BANSHEE
Brainiac is finished with me. He thinks I don't know it, but I do.

PARASITE
Oh, I get it. Now he's ready to toss you aside, you come to papa.

(CONTINUED)

CONTINUED:

BANSHEE
We use each other, Parasite. You used me to get to him.

PARASITE
But I genuinely like you. A guy can be friends with a chick, don't you think?

BANSHEE
Listen to me. He has decided to use human D.N.A. He will destroy Earth whether he finds Superman or not.

PARASITE
That is a dilemma.

BANSHEE
We should prepare to destroy him.

PARASITE
Simple, we figure out a way to disarm his weapon and he'll die when time expires.

BANSHEE
That weapon will be our source of power, so we can rule Metropolis.

PARASITE
Okay. So we keep Superman's body away from him, keep him weak. Then we find a way to kill him.

She moves so close that he can feel her breath on his lips.

BANSHEE
We can rule Metropolis together.

PARASITE
Yeah? How together?

BANSHEE
Wait. Patience is a virtue.

PARASITE
Sure, but I'm a villain, baby.

She laughs, jumps out the broken window and lands on the street several stories below.

CUT TO:

.. INT. CADMUS'S SHIP - NIGHT

Cadmus unlocks the heavy door; Jimmy and Lois fall in, soaking wet. Lois looks around, amazed.

CADMUS
So, you're Lois Lane. I can't tell you what a pleasure it is to meet you. I feel like I already know --

LOIS
Where is Superman?

CADMUS
Mary Lou, locate Superman.

COMPUTER (V.O.)
Superman is not aboard ship.

LOIS
Locate Clark Kent.

COMPUTER (V.O.)
Please, they're the same person.

LOIS
Your computer has attitude.

CADMUS
There's only one place he could have gone.

CUT TO:

.. EXT. BRAINIAC'S SHIP - NIGHT

PULL BACK FROM the ship to find Superman on the roof of a building across the way, looking over the ship.

.. SUPERMAN'S POV

The high-tech LEDs of the wing helmet analyze various sections of the ship, looking for the weakest point to break through.

.. BACK TO SCENE

Superman hears a DISTANT RUMBLE, cocks his ear. He hears PEOPLE SCREAMING, and what sounds like an AVALANCHE.

He takes off on the interior wing, hooks up with the big wing, and shoots down the street.

(CONTINUED)

CONTINUED:

A moment later the front of the ship opens and Brainiac emerges. He and Superman do not see each other.

Brainiac glides up the street. The cops OPEN FIRE on him, but their BULLETS don't reach him; they slow down and drop to the ground like impotent pebbles.

EXT. EXCAVATION SITE - NIGHT

An excavation under the City Morgue, part of the search for the body. The building has collapsed in, dust billows out. Metropolites are all around, coughing and bleeding.

Superman separates from the big wing and lands in the interior wing. An hysterical WIFE runs up to him.

WIFE
We were looking for the body...
the tunnel collapsed! My husband!

Superman goes to a worker who is giving CPR to the husband. The husband is bloody, covered in dirt.

SUPERMAN
Stand back.

Superman kneels over the unconscious man.

SUPERMAN'S POV

The LED in his visor gives various vital statistics as it scans the husband.

BACK TO SCENE

Superman pushes on the husband's chest, then tries to breathe into his mouth with the mouthpiece on his suit.

Superman lifts the visor away from his eyes. We PUSH IN ON his eyes as he looks over the man. We begin to hear very FAINT THROBBING.

SUPERMAN'S POV

We begin to see faint movement within the man, like soft electricity running around his body.

BACK TO SCENE

Superman concentrates. Now the electricity on the body takes on different colors, and it bleeds into the man as the THROBBING BUILDS to a HEARTBEAT; it is as if Superman is looking into the husband, seeing where his blood still moves, where there is oxygen, the warmth in his brain.

SUPERMAN
He's alive.

He leans over the husband again, rips his mouthpiece off and takes a deep breath, blows steadily into the husband's mouth. He empties his lungs, then looks down at the body.

The insides of the husband have not changed. He takes another deep breath, blows with all he is worth; we can almost hear the wind. He sits up and massages the husband's chest.

Slowly, the energy patterns within the man speed up; the THROBBING becomes stronger, the lines of color pick up speed and vitality. Superman watches in awe as the man's life force spreads to every extremity.

CUT TO:

INT. CADMUS'S SHIP - WORKROOM - NIGHT

Lois and Jimmy watch Cadmus fool with video monitors, trying to locate Superman. Suddenly, without warning:

The roof blows off his ship. Imagine the sky being ripped away above your head, and you get an idea.

Brainiac lowers in through the torn-out roof. Water runs slowly but steadily over the walls into the ship. Brainiac settles to the floor in the center of the room.

BRAINIAC
Cadmus. It's nice to see you again.

CADMUS
We've never met face to face.

BRAINIAC
Are you sure?

CADMUS
A face like that, I'd remember.

Brainiac smiles. He gestures, CONSOLES BLOW OUT.

(CONTINUED)

CONTINUED:

BRAINIAC
I can't have you following me anymore. You've been a nuisance for years, but now you're dangerous. First you take Superman's corpse from me, and now Lois.

Anger flashes across Cadmus's face, and Brainiac smiles, reading his thoughts.

BRAINIAC
The Kryptonian is alive.

CADMUS
His name is Kal-el, and he's gonna knock your block off.

Brainiac laughs, gestures. CIRCUITS in the floor EXPLODE; Jimmy is blown into the corner, behind a pile of rubble.

BRAINIAC
I feel sorry for you. Years of chasing me, always a step behind. I want to do something for you.

CADMUS
You could die.

BRAINIAC
We're alike. We both preserve lost civilizations; you in a museum, me in the temple of my own body.

LOIS
You're a sick bastard.

Brainiac blows out a whole bank of equipment above Lois and Cadmus. A chunk of metal hits Lois on the head, knocks her out. Cadmus stands there and lets it fall around him. Brainiac meets his eyes.

BRAINIAC
You honestly don't remember me? We were at the Academy together.

CADMUS
You're... from Tulis?

Brainiac flares with anger, gestures; Cadmus flies through the air and slams against the wall where he is pinned.

(CONTINUED)

CONTINUED:

BRAINIAC
Don't pretend not to remember me!

CADMUS
I'm not pretending, pal, I don't know you.

BRAINIAC
No one ever knew me, did they? No one took me seriously. They said my science was dangerous.

Brainiac squeezes his fist; Cadmus holds his head, screams in pain.

BRAINIAC
You take me seriously, don't you, Cadmus?

CADMUS
I feel sorry for you.

BRAINIAC
Oh, please. Why?

CADMUS
You're about to do the best thing you can possibly do for Metropolis, and you don't even know it.

Brainiac squeezes harder; Cadmus screams in anguish.

BRAINIAC
I'm killing you, old man! You *show me some respect*!

Brainiac falls to the rubble below. He doesn't see Cadmus's mouth move ever so slightly.

CADMUS
Kal-el...

CUT TO:

EXT. EXCAVATION SITE - NIGHT

Superman is surrounded by grateful citizens, his visor back in place. He looks up sharply.

SUPERMAN
Cadmus?

He leaps to his feet and takes off into the night.

EXT. METROPOLIS RESERVOIR - NIGHT

Superman comes tearing through the sky and sees the ship blow open below him. He drops out of the big wing and shoots down...

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman lands among the rubble and finds Cadmus on his back, broken.

SUPERMAN
Cadmus!

He kneels over him and looks around for any way to help his friend, his eyes full of fury.

SUPERMAN
What can I do?

CADMUS
There's nothing to do.

He coughs up some blood.

SUPERMAN
I have to help you, I can't let you die after all you've done for me.

CADMUS
You said it, I'm a man without a world. Who's gonna miss me? But you, you got a life to live.
(a beat)
So? Can you see it?

SUPERMAN
I can see a lot of things.

Cadmus manages to make a fist, pounds Superman on the chest a couple of times.

CADMUS
That's good. You can beat him.

SUPERMAN
I can't let him destroy Metropolis. Metropolis is my home.

Cadmus dies. Superman pounds on his chest, breathes into his mouth, trying the same thing he did with the husband at the excavation, but with no results. He keeps trying until it is apparent Cadmus is gone.

(CONTINUED)

CONTINUED:

Superman cradles his head, rocks him. He is actually crying. He lifts the visor so he can wipe the tears away.

SUPERMAN
I will. I'll miss you.

He hears a NOISE behind him and whirls; Jimmy is climbing out of the rubble, rubbing his head.

JIMMY
He took Lois.

Superman goes to the wing, which envelops him. He is about to fly off when he looks down at Cadmus. Resolve seems to grip him.

He steps out of the wing. He tosses the visor, tears the mouthpiece off, rips the hydraulics from the costume, then the generator that provides his force field.

Superman rips the accelerators from his boots, then takes off the interior wing and tosses it on the rubble.

He stands there with no alien technology left, just him in his cool new black suit, silver "S" on his chest, black cape with red lining...

Superman reborn.

JIMMY
What the hell are you doing?

SUPERMAN
Brainiac won't be defeated by a suit. I have to face him myself.

He takes a last look at Cadmus lying there dead, then runs across the ship, fast. Just before he reaches the wall...

He flies off into the night, under his own power!

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Silver Banshee leads Lois in, hands bound behind her back, as Brainiac comes forward. Lois recoils; he is really physically degenerating, beginning to fester. Parasite is in the b.g. The big clock is at 42 minutes.

(CONTINUED)

CONTINUED:

PARASITE
Suppose he doesn't come?

BRAINIAC
He'll show before the clock expires. He has to. He's Superman.

LOIS
When I think what a mind like yours could accomplish, if you'd ever been loved.

BRAINIAC
(a beat)
Sorry about the bump on the head. Unintentional, I swear. Good news, though. I have decided to love you.

LOIS
Just like that.

BRAINIAC
I've devised a way that we can be together always. That is what you humans are looking for, isn't it, in your notions of romantic love? To be together forever?

LOIS
What do you have in mind?

BRAINIAC
The human race will live on in me, through your sacrifice.

Brainiac gestures; one of the glass spheres shoots up from the floor, trapping Lois. She pushes on the sides, yells at Brainiac, but she is silent in the glass sphere.

Brainiac looks up, sensing something.

BRAINIAC
Finally. He's coming.
(to Banshee)
Make him feel at home. Set the ship's gravity to Krypton levels.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Parasite and Silver Banshee are going to take up positions. They speak low.

(CONTINUED)

.. CONTINUED:

BANSHEE
We can not let him get Superman's body.

PARASITE
We need Superman dead anyway, or he'll be in our face forever. After we kill him, I'll get his body out of here.

BANSHEE
Good. I have ideas of how we can kill Brainiac --

PARASITE
Tell you what, toots. Let's get through Superman first.

.. EXT. LIBERTY ISLAND - NIGHT

The Statue of Brainiac stands holding its clock; which has ticked down to 37 minutes. Superman soars by.

.. INT. BRAINIAC'S SHIP - SICK BAY - NIGHT

Brainiac enters and finds Doomsday on the recovery table.

BRAINIAC
Would you like a chance to redeem yourself?

DOOMSDAY GROWLS, affirmative.

BRAINIAC
Sadly, the others are about to betray me.

.. EXT. METRO CENTRE PARK - NIGHT

Superman flies down the street. He soars straight at Brainiac's ship, his fists out in front of him, and hits the force field going full speed... he breaks through!

.. INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman crashes through the wall. Several alien crew members come at him; Superman plows through them.

Superman walks down the hallway, scanning through the walls with his x-ray vision. Aliens jump out at him, and he nails them, slamming them into walls, crunching them.

SUPERMAN'S POV

He can see the Alien's patterns of attack, their motions, where they will fire their lasers, so that he is ahead of every move they make; this is Phin-Yar.

Superman dispatches the last alien and looks through the wall: he sees the engine room. He takes off down the hall and flies at the wall, bursts through...

INT. ENGINE ROOM - NIGHT

Superman flies in through the hole punched in the wall, then falls hard. He hits the floor and rolls, sits up.

The room is eerie, with all kind of alien MACHINES with MOVING PARTS CHUGGING, CLICKING, WHIRRING and WHISTLING; dark shadows and shifting shapes.

He sees a higher catwalk and jumps to fly up to it; instead, he plunges straight down. He lands on the floor on the bottom level of the engine room, hard.

SUPERMAN
The gravity...

He feels a shake, hears DEEP, RUMBLING BREATHING, but he doesn't see anything. He moves on, but he senses a massive presence in the shadows.

He hears a RUMBLING GROWL behind him. He spins, but still there is nothing there.

Suddenly, Doomsday swings both massive fists at him, coming out of the shadows like he materialized from nowhere. Superman ducks in the nick of time, but the blow catches him across the back, he falls.

Superman gets to his feet as Doomsday swings. Superman ducks, Doomsday gets nothing but air. The BEAST HOWLS in frustration. Superman backs up to a machine, cornered. Doomsday advances. Superman feels the machine behind him, waits for Doomsday. Doomsday raises his massive fist...

Superman moves at the last instant, and Doomsday smashes the machine.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac and Lois... who is still captive in the Glass Sphere... watch the battle in the engine room in hologram form in the middle of the room.

Behind them, the clock readout is at 13 minutes.

INT. ENGINE ROOM - NIGHT

Superman backs away, and Doomsday follows. Superman is using his Phin-yar, he can see patterns, he knows where Doomsday will strike. He backs up against a computer array; Doomsday swings, Superman ducks...

Doomsday destroys the computer array. A chunk of metal flies at Superman; he tries to deflect it, but in this gravity he has no super strength. The metal knocks him to the ground.

DOOMSDAY HOWLS with frustration, stomps after Superman. His knuckles bleed green; Superman is feeling the Kryptonite, getting woozy.

Superman leans against a massive control panel, sweating, weak from the close contact with the Kryptonite. He looks up at Doomsday through heavy kids.

SUPERMAN
Come and get me.

Doomsday pounds with both arms. Superman dives out of the way, and Doomsday smashes the panel.

The PANEL EXPLODES. The ship rocks, and a ton of rubble pours down on Doomsday and Superman.

Under the rubble, Superman is pinned. He looks over and sees Doomsday, obviously dead. Then he sees:

A rivulet of Doomsday's green blood, running right toward him! The lethal Kryptonite will reach him in moments.

VARIOUS CUTS AROUND SHIP

SENSORS EXPLODE; the gravity enhancers.

An instant before the rivulet of Kryptonite reaches him, the SENSOR in the engine room EXPLODES. Surging with super strength, Superman heaves the rubble off of himself. He staggers away, the room spinning around him, shaking from MINOR EXPLOSIONS up and down the Engine Room. He scans the floors and walls, but can't see anything.

SUPERMAN
Damn! Lead.

He hears a RUMBLE behind him; he flies straight at the ceiling, and crashes through just as:

A HUGE EXPLOSION rips through the Engine Room.

.. INT. BRAINIAC'S SHIP - BRIDGE - SHIP

Superman crashes through the floor, and dives out of the way of the flames that ROAR through the hole after him.

He takes a few steps then drops to one knee, his ears still ringing from the Kryptonite.

A bone white leg kicks him in the face. He rolls to his feet. Silver Banshee laughs, and each laugh drives like a spike through his head. He recoils, covers his ears.

BANSHEE
No super hearing in this room. You've seen that brain of his. He thinks of everything.

Superman scans the walls, sees that they are lined with alien-looking acoustic material.

He takes a deep breath, and as he does he hears a THUNK; the entire room opens in small, METALLIC SHUTTERS. He blows super breath at her...

And it is sucked out the vents before it reaches her.

BANSHEE
(laughs)
You might as well be whistling.

She directs her laughter at the room; walls collapse, beams fall, all of it landing on Superman.

Finally she wails at a cross beam, and the entire end of the room collapses on Superman. The lights are dim now, she has destroyed most of the fixtures.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac turns to Lois, still in the Glass Sphere, and waves a hand. She pounds on the glass as the amber liquid begins to fill the sphere, swirling around her ankles.

.. INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Silver Banshee pulls rubble off of the pile. She pulls a metal beam aside, REVEALING Superman, eyes closed.

BANSHEE
Didn't you know, death is a woman.

He kicks her. She stumbles back and he plows into her; they break through the wall.

INT. ELEVATOR SHAFT - NIGHT

Superman and Silver Banshee plunge down the shaft, grappling. They hit bottom and tumble into an air duct.

They slide down the air duct, shooting along like bobsledders, fighting all the way.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

They crash through the air duct high in the room, and fall to the floor, landing hard.

Superman lies on his back, dazed. He rolls over and tries to get to his feet, sees:

Two purple feet. Parasite stands over him, energy dancing off of him from every pore, greased up like a psychotic Mr. Universe. He grins gleefully.

PARASITE
I sucked up the strength of sixty pro athletes before you got here. I'm ready to rumble.

He kicks Superman, who falls backward. He tries to get up, and Silver Banshee kicks him.

Parasite and Silver Banshee kick and pummel Superman, taking turns, gleefully. Finally he gets to his feet and stands before them like a punch drunk fighter.

SILVER BANSHEE gives a horrifying WAIL, and Superman slams back against the wall, hard, and slides to the floor.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches the battle in 3-D hologram. He pays no attention to Lois, who is frantic, the Amber Liquid around her waist now.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee moves toward Superman, who is still on the floor against the wall, but Parasite stops her.

PARASITE
This is one life force I gotta have.

(CONTINUED)

CONTINUED:

Parasite pounces on him, puts his hands on Superman's head. He starts to suck his life force, makes a sour face.

PARASITE
Ooo, you're sick. Doomsday filled you full of Kryptonite.

He starts to remove his hands, but Superman grabs them and holds them in place. He looks up at Parasite.

SUPERMAN'S POV

He can see green energy being sucked out of himself, traveling up Parasite's arms into his veins.

BACK TO SCENE

SUPERMAN
You're cleansing me, Parasite. Don't stop now.

PARASITE
I don't want it! You're sick... you'll make me... stop!

But Superman holds his hand on his head, and Parasite keeps getting the bad juice, while Superman gets stronger.

Parasite starts fritzing. His head shakes, purple saliva spewing out. Superman rises up before him. Parasite stops shaking, focuses on Superman.

PARASITE
I don't suppose you'd hear an appeal?

Superman slams Parasite. Parasite hits the floor, twitches, and dies.

Wisps of air begin to rise from him, swirling up. They take form as they rise; they are:

All of the souls he has devoured being set free. They continue to come out of him, dozens of wisps curling up in a thick, glowing column.

They rise past Superman and Silver Banshee. We see the spirits of men, women, children. Finally they all pass, and the room is quiet again. There is nothing left of Parasite except a mound of purple dust.

(CONTINUED)

CONTINUED:

BANSHEE
You're a dangerous one, Superman.

SUPERMAN
Lady, give it your best shot.

She unleashes a horrible wail at Superman.

SUPERMAN'S POV

Using Phin-yar, he sees the soundwave as it flies at him across the room.

He holds his hands up and actually deflects the waves; they hit a wall, disperse harmlessly. She wails again; he holds his arms up and her soundwaves reflect back at her.

For the first time, she is hit with the full brunt of her own voice. She slams against the wall, screams in anguish.

Superman moves in on her, hands raised, reflecting her voice. It looks like he is sculpting with the sound. The harder she screams, the more the sound assaults her, the worse the pain, and the harder she screams.

It builds until she tosses her head back and unleashes the howl from hell. BEAMS CRACK, EQUIPMENT EXPLODES. Even Superman takes a step back and covers his ears.

She is directly underneath a huge catwalk, dangling from broken pylons. She meets Superman's eyes, bares her teeth and hisses at him, an otherworldly sound.

The catwalk collapses on her, burying her. She screams as she is crushed, and Superman covers his ears against the onslaught. Finally her screams die.

Superman goes to the massive catwalk and lifts it aside. He finds her at the bottom, broken, battered, dead. He looks around. Brainiac's voice comes out of thin air.

BRAINIAC (V.O.)
Forget the weapon, Superman.
Someone here wants to see you.

Superman goes to a console and hacks; schematics of the ship come up in 3-D hologram, but they are flickering; he can't quite get them on the damaged equipment.

(CONTINUED)

CONTINUED:

BRAINIAC (V.O.)
She has the most interesting memories.

Superman looks up as:

3-D images appear in the air above him; they are Lois's memories of Superman which we saw earlier; together on her balcony, flying in his arms, various romantic images superimposed on the air.

Superman is absolutely floored. He whirls around, looks through the hole in the floor into the genetics chamber.

He sees Lois in the glass sphere; she takes her last breath as the amber liquid completely fills the sphere. She is floating now, helpless.

BRAINIAC (V.O.)
What a dilemma. Do you search for my weapons, while I kill the girl?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman swings down through the hole, and drops to the highest level of the catwalks. He looks up at the timer, which is just over three minutes. Brainiac laughs.

BRAINIAC
You've ruined my hypothesis, Kal-el. I believed love to be a human trait. But here you are, far from human, and yet you obviously love.

He gestures; in the sphere, microbes attach to Lois.

Superman flies to the catwalk, SMASHES the GLASS SPHERE. The amber liquid gushes out, Lois slides and slips. Superman sets her safely on a dry spot. The microbes fall away as she gasps for breath.

SUPERMAN
No dilemma. I have plenty of time to save the girl and stop you.

BRAINIAC
You're absolutely right, you can still save Metropolis. Give me what I ask, we'll make an exchange.

SUPERMAN'S POV - HIS X-RAY VISION

scans the room, the layout of the wiring, the connecting systems.

BACK TO SCENE

SUPERMAN
You have nothing I want.

BRAINIAC
You're wrong. I know your desires. I know the one thing you want more than anything else.
(a beat)
I can give it to you.

Superman turns and looks at him.

BRAINIAC
I can take the D.N.A. I need and leave you alive. You'll be weak, but that's what you want. No powers. No Phin-yar. Just you, as close to human as you can ever hope to be.

Superman glances at Lois.

BRAINIAC
Yes. You can be with her.

SUPERMAN
How do I know I can trust you?

LOIS
Don't listen to him!

BRAINIAC
Without your D.N.A. I'll die. You'll die, this planet will die. Give me what I need to survive, and I'll stop the countdown.

Superman hesitates; it is clear he is tempted. Brainiac gestures and a glass sphere rises from the floor, opens just enough for a man to step in.

BRAINIAC
Step inside, Kal-el. Claim your dream. Earth will be safe.

Superman takes a step toward the sphere, looks up and meets Lois's eyes.

(CONTINUED)

.. CONTINUED:

SUPERMAN
What about the worlds you've already destroyed? Who will pay for them?

BRAINIAC
The universe does not reward the virtuous and punish the wicked. Who are you to take it upon yourself?

Superman looks into Lois's eyes for a few moments, glances at the open sphere, then turns to Brainiac.

SUPERMAN
I'm Superman.

He flies toward Brainiac. Brainiac glares at him with those red eyes; Superman is slammed back against the wall, pinned. He struggles, under the full onslaught of Brainiac's brain power.

Brainiac begins to gesture, and objects fly at Superman:

Metal rods break free from the railings around the catwalks and shoot at him like spears; large consoles barrel through the air. The first one knocks Superman to the floor, and the metal spikes come after him.

Brainiac rises in the air and floats in the middle of the vortex of objects, orchestrating like a deranged conductor. Superman concentrates, uses his Phin-yar.

.. SUPERMAN'S POV

He sees the patterns in the objects, knows where Brainiac will send them.

.. UP ABOVE

Lois slips in the amber fluid and falls over the edge of her catwalk. She grabs hold, but she is dangling over the precipice by her fingertips, ready to plunge to her death on the floor a hundred feet below.

.. SUPERMAN

bobs and weaves through the objects, getting closer to Brainiac.

The countdown reaches 60 seconds.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

The ANNIHILATOR starts to THROB.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman is very close to Brainiac now; Brainiac is frustrated. He gestures and a huge piece of equipment breaks loose from the ceiling, swings down and slams Superman against the wall.

Superman shoves off like a swimmer making his turn and heads back for Brainiac, whose brain is literally throbbing with the effort he is expending.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

The ANNIHILATOR warms up, a HUM steadily BUILDING, the whole thing glowing and throbbing...

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

The countdown passes 45 seconds.

Superman closes in on Brainiac, using his Phin-yar to move through the vortex of flying objects.

A metal rod flies at his face. Superman moves aside, and as the rod shoots past he catches it, uses its own momentum to spin it around, and launches it at Brainiac.

The rod strikes Brainiac, and for an instant his attention is off of Superman. Superman shoots through the vortex and grabs him, swings him around and lets go; Brainiac flies through the air like a projectile:

And lands in the glass sphere!

Superman hits a button. The glass sphere closes, and fills with amber liquid. Microbes attach to Brainiac.

Brainiac screams a silent scream as the extractor removes all of the alien DNA he has put into himself:

He MORPHS in the amber liquid, going through numerous alien transformations, all of the races he has used. It is incredibly painful, he twists in the liquid as he MORPHS.

(CONTINUED)

CONTINUED:

Finally all that is left is a human-looking male, the being he was before he started. He looks down at Superman, pitifully. Then he says something that we can't hear through the fluid or the glass. What he says is:

BRAINIAC
(silent)
I was almost a god.

It will keep audiences guessing through multiple viewings. The machine keeps going; it extracts his own DNA, twisting him further, until it unlocks and he falls apart, dissolving into the fluid, which swirls down the drain.

Lois is barely hanging on, dangling off the catwalk.

LOIS
Superman!

She nods at the counter: it is down to 23 seconds.

Superman pushes the red button on the white column; the counter keeps going. He tears the button out, pulls the wires; 17 seconds. He tries to see through the floor.

SUPERMAN
I can't see! These decks are lead!

Superman flies up, makes a loop, and flies straight down through the floor.

INT. BRAINIAC'S SHIP - NIGHT

A CROSS VIEW as Superman flies through the ship, crashing through the lead floors, searching.

INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

Superman crashes through and finds the annihilator, which has a counter on the front: it is down to 11 seconds. He tears the front panel off and finds a maze of alien circuitry. Knowing he can't figure it out in time, he rips the device out of its perch; it is bigger than he is.

He hoists it over his head and flies up through the hole he made in the decks...

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois hangs where he left her as Superman flies up through the room with the annihilator over his head, passing the big counter which reads eight seconds.

.. EXT. METRO CENTRE PARK - NIGHT

Superman crashes through the roof of the ship, leaving a huge hole, and soars toward the heavens like a streak with the annihilator over his head.

.. EXT. OUTER SPACE - ABOVE EARTH - NIGHT

We can just see the sun rising over the edge of the Earth as Superman soars out of the atmosphere with the device, which has counted down to two seconds.

With all of his might, he throws the DEVICE out into space.

It BLOWS, an unbelievable EXPLOSION, which knocks Superman backwards. He tumbles through space, head over heels, as the shockwaves of the explosion ripple outward.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois loses her grip, screams as she plunges, arms and legs flailing, the hundred feet toward the floor.

.. EXT. OUTER SPACE - ABOVE EARTH - NIGHT

As the shockwaves disperse, Superman hears Lois scream with his superhearing. He zooms back toward Earth, as fast as he can fly, a streak.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois flails as she falls...

.. EXTREME CLOSEUP ON HER HAND

as his hand catches hers in mid air...

He has her! He swings her around, her feet brushing the floor, and pulls her up into his arms. He flies up to the middle of the cavernous room, holding her.

LOIS
It is you.

(CONTINUED)

.. CONTINUED:

SUPERMAN
Yes.

LOIS
My two favorite men.

They look deeply into each other's eyes.

SUPERMAN
I love you.

LOIS
Took you long enough to tell me.

She goes to kiss him, but he stops her.

SUPERMAN
You have to go into this with your eyes open. I'm an alien, Lois, I'm not human. Whatever else I might be, I'll always be Superman.

LOIS
(after a beat)
For the record, you're the most human man I've ever known.

And they kiss, floating in mid-air.

.. EXT. METRO CENTRE PARK - DAY

The sun has risen over Metropolis at last. Jimmy runs up to Brainiac's ship just as the WGBS news truck pulls up. A CAMERAMAN and crew jump out and start setting up.

CAMERAMAN
Olsen! We're going live in ten!

Someone hands Jimmy a microphone, and the Cameraman focuses on Jimmy.

They hear a ROAR from the CROWD. They look up, above the ship, as the crowd cheers and applauds.

As the rising sun floods Metropolis with light, and the crowd below cheers them on, Superman and Lois Lane kiss in mid-air. The Cameraman signals Jimmy; we're on.

JIMMY
This is James Olsen, live at Metro Centre Park...

(CONTINUED)

CONTINUED:

He sees the Cameraman aiming his lens up at Superman and Lois. Jimmy reaches out and pushes the camera down. The Cameraman looks at him; what gives?

JIMMY
Let's leave them alone.

The Cameraman clicks the camera off, as:

High above it all, floating in the air, Superman and Lois kiss, his long black and red cape swirling around them.

FADE TO BLACK.

THE END